

P000000090612

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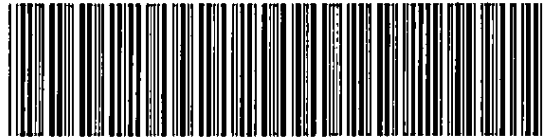
(Business Entity Name)

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STATE OF FLORIDA
TALLAHASSEE, FL 32301

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3458 Lakeshore Drive, Tallahassee, FL 32312
850-656-4724

Date: 10/29/2018

Acc#I20160000072

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Name:	Berean Group International, Inc. (FL)
Document #:	
Order #:	11231117

Certified Copy of Arts & Amend:	<input type="checkbox"/>		
Plain Copy:	<input type="checkbox"/>		
Certificate of Good Standing:	<input type="checkbox"/>		
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Amount: \$ 43.75

Thank you!

Articles of Amendment
to
Articles of Incorporation
of

Berean Group International, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

P00000090612

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

N/A

The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co." A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable:
(Principal office address MUST BE A STREET ADDRESS)

N/A

C. Enter new mailing address, if applicable:
(Mailing address MAY BE A POST OFFICE BOX)

N/A

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent N/A

(Florida street address)

New Registered Office Address: _____, Florida _____
(City) (Zip Code)

New Registered Agent's Signature, If changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

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E. If amending or adding additional Articles, enter change(s) here:

(Attach additional sheets, if necessary). (Be specific)

Article III Purpose is amended and restated in its entirety as follows: "The purpose for which the corporation is organized is any and all lawful business, including, without limitation, IT consulting and staffing."

A new Article VIII is hereby added as follows:

"Article VIII RIGHT OF REDEMPTION. If a Death or Disability Event occurs, then the remaining shareholder(s), at their option and in their sole discretion, shall have the right to cause Berean Group International, Inc. (the "Corporation") to redeem all of the shares held by the Disabled Shareholder at a purchase price equal to the Fair Market Value of such shares determined immediately following such Death or Disability Event. For the purposes of this provision, (i) "Death or Disability Event" means, with respect to any shareholder, the death of such shareholder or the incapacitation of such shareholder due to physical or mental illness, and such incapacitation continues for at least ~~90~~ ³⁶⁰ days in any consecutive twelve (12) month period and is determined to be total and permanent by a physician selected by the Corporation or its insurers and reasonably acceptable to such shareholder or his legal representative (such agreement as to acceptability not to be unreasonably withheld, conditioned or delayed), (ii) "Disabled Shareholder" means the shareholder with respect to which a Death or Disability Event occurs, and (iii) "Fair Market Value" means, as of the relevant date of determination, the value of the shares at issue on a fully diluted basis, (continued on attached sheet)

F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:

(if not applicable, indicate N/A)

N/A

**Articles of Amendment to Articles of Incorporation of
Berean Group International, Inc.**
(continued)

E.

taking into consideration the distributions to which such shares would be entitled assuming all of the assets of the Corporation were sold in an arm's-length transaction between a willing buyer and a willing seller and the net proceeds of such sale were distributed to the shareholders on a pro rata basis, as determined by a nationally recognized, independent appraisal firm selected by the board of directors of the Corporation.

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

☒ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval

by _____."
(voting group)

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

October 29, 2018
Dated _____

Signature _____
(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Darian Kelty

(Typed or printed name of person signing)

President, Director

(Title of person signing)