

P01000034942

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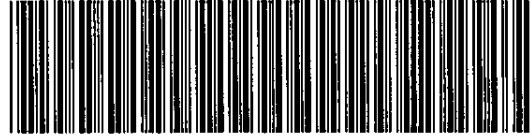
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Global Engineering Management and Support, Inc

DOCUMENT NUMBER: P01000034942

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Eva Kohfeldt

Name of Contact Person

Global Engineering Management and Support, Inc

Firm/ Company

774 S Pennsylvania Avenue

Address

Winter Park, FL 32789

City/ State and Zip Code

eva@gemsate.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Eva Kohfeldt

at (321) 412-8092

Name of Contact Person

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed) |
|---|--|---|--|

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

Global Engineering Management and Support, Inc

16 Nov 2003

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

P01000034942

(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:

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**)

774 S Pennsylvania Avenue

Winter Park, FL

32789

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

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 _____

(Florida street address)

New Registered Office Address: 774 S Pennsylvania Avenue Winter Park, Florida 32789
(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

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation. Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

X Change PT John Doe

X Remove V Mike Jones

X Add SV Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <u> </u> Change	VP	Lori Fairbanks	5796 Cross Fox Lane
<u>X</u> <u> </u> Add			Oveido, FL
<u> </u> Remove			32765
2) <u> </u> Change			
<u> </u> Add			
<u> </u> Remove			
3) <u> </u> Change			
<u> </u> Add			
<u> </u> Remove			
4) <u> </u> Change			
<u> </u> Add			
<u> </u> Remove			
5) <u> </u> Change			
<u> </u> Add			
<u> </u> Remove			
6) <u> </u> Change			
<u> </u> Add			
<u> </u> Remove			

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

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

Article II: Principal Office: Changed location and address of offices to current-774 S Pennsylvania Ave Winter Park Fl

Article IV: Added Subsections to Article IV: Section 1, 2, 3 & 4

Section 1: COMMON STOCK Number of shares changed from 100/shares to 1,000/share

Section 2: VOTING The holders of the Common Stock of the Company shall be entitled to one vote per share

Section 3: DIVIDENDS: The holders of the Common Stock of the Company shall be entitled to receive pro rata, by the Board of Directors, out of any assets of the Company legally

Section 4: CONSIDERATIONS: All or any portion of the capital stock may be issued in payment for real in the or personal property, past or future services, or any other right or thing having a value, judgment of the Board of Directors Directors shall be the sole judges of the value of any property, services, right or thing acquired in exchange for capital stock.

ARTICLE V. INITIAL OFFICERS AND OR DIRECTORS: CHANGED TO: ARTICLE V : TERM OF EXISTENCE

Effective date upon which this Company shall come into existence shall be the date of filing of these Articles, exist perpetually unless dissolved

ARTICLE VI: DIRECTORS was REGISTERED AGENT - CHANGED TO: ARTICLE VI: DIRECTORS ADD 5 Sections

Section 1. The number of Directors may be either increased or diminished from time to time by the Shareholders cont'd

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)

Cancellation: Reissue of stocks:

Affidavit release of 40 shares of stock: Charles Kohfeldt Dated 12/31/2014

Affidavit release of 9 shares of stock: Eva Kohfeldt Dated 12/31/2014 Shares held by Eva Kohfeldt TOTAL: 51

Stock Purchase Agreement between Global Engineering Management and Support, Inc. and Lori Fairbanks.

Lori Fairbanks purchase 49 shares @.0001/value. Dated 01/01/2015

REFERENCE: Attached Articles of Amendment to Article of Incorporation of Global Engineering Management and Support, Inc.

March 1st, 2016

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

June 25, 2016

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.

06/25/2016
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)

Eva Kohfeldt

(Typed or printed name of person signing)

President

(Title of person signing)

ARTICLE VI: Section 1. cont'd
there shall always be at least one Director.

Section 2. Directors receive compensation for their services
set by the Board of Directors. The Board authorize payment of expenses
incurred by Directors attending meetings of the BOD.

Section 3: Nothing in this Article shall be construed to preclude the Directors from
serving the Company in any other capacity and receiving compensation.

Section 4: Any Director may be removed from office by the holders of a majority of
the stock for any cause deemed sufficient by such Shareholders or for no
cause.

Section 5. In case one or more vacancies shall occur in the Board of Directors by
reason of death, resignation or otherwise, the vacancies shall be filled by the
Shareholders of this Company at their next annual meeting or at a special meeting.

ARTICLE VII: INCORPORATOR;
CHANGED TO ARTICLE VII: AMMENDMENT TO ARTICLES
Articles may be amended in the manner provided by law.

ARTICLE VIII; NEW ARTICLE ADDED
ARTICLE VIII: BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of
Directors. Any Bylaws adopted by the Board of Directors may be repealed, changed, or
new Bylaws may be adopted by the vote of a majority of the stock entitled to vote.
Bylaw shall not be altered, amended or repealed by the BOD.

ARTICLE IX; NEW ARTICLE ADDED
ARTICLE IX: SHAREHOLDERS AGREEMENT

Shareholders of the voting stock of the Company may, by unanimous agreement,
restrict the discretion of the BOD in its management of the Company, provide for direct
Shareholder management of the business and affairs of the Company and treat the Company as if it were a
partnership, or may arrange the relations between and among Shareholders that would be otherwise appropriate only
between partners. Any Shareholders' Agreement must be in writing and a copy thereof must be delivered to the
principal office of the Company and be available there for inspection by any Shareholder pursuant to the inspection
of records procedure for Shareholders as provided in the Florida Business Company Act. No committee of the Board
of Directors may pre-empt the Shareholders' Agreement signed by all Shareholders.

ARTICLE XII: NEW ARTICLE ADDED
ARTICLE XII: AFFILLIATED TRANSACTIONS

This Company expressly elects not to be governed by the provisions of Florida Statutes Section 607.0901 dealing
with affiliated transactions.

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF**

GLOBAL ENGINEERING MANAGEMENT AND SUPPORT, INC.

Global Engineering Management and Support, Inc., a Florida corporation (the "**Company**"), by and through its President and Chief Executive Officer, hereby adopts these Amended and Restated Articles of Incorporation as hereinafter set forth.

1. Pursuant to §§607.1003, 607.1006 and 607.1007, Florida Statutes, on March 1, 2016, the sole member of the Board of Directors and the sole shareholder of the Company unanimously adopted and approved these Amended and Restated Articles of Incorporation of the Company, amending and restating the Company's Articles of Incorporation of April 5, 2001, as amended on November 20, 2008.

ARTICLE I. Name

The name of this Company is:

GLOBAL ENGINEERING MANAGEMENT AND SUPPORT, INC.

ARTICLE II. Principal Office

The address of the principal office and the mailing address of the Company is
774 S Pennsylvania Avenue, Winter Park, FL 32789.

ARTICLE III. Business and Activities

This Company may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV. Capital Stock

Section 1. Common Stock. The maximum number of shares of capital stock that this Company is authorized to issue and have outstanding at any one time is one thousand (1,000) shares of the total number of authorized shares of capital stock shall be designated as common stock (the "**Common Stock**"). The Common Stock shall have the rights, preferences, privileges and restrictions as set forth in the succeeding provisions of this ARTICLE IV.

Section 2. Voting. The holders of the Common Stock of the Company shall be entitled to one vote per share held for all matters upon which shareholders have the right to vote.

Section 3. Dividends. The holders of the Common Stock of the Company shall be entitled to receive pro rata, when and as declared by the Board of Directors, out of any assets of the Company legally available therefor, such dividends as may be declared from time to time by the Board of Directors.

Section 4. Consideration for 'Stock.' All or any portion of the capital stock may be issued in payment for real or personal property, past or future services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued, shall become and be fully paid and nonassessable, the same as though paid for in cash, and the Directors shall be the sole judges of the value of any property, services, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

ARTICLE V. Term of Existence

The effective date upon which this Company shall come into existence shall be the date of filing of these Articles, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE VI. Directors

Section 1. The number of Directors may be either increased or diminished from time to time by the Shareholders in accordance with the Bylaws of this Company, but there shall always be at least one Director.

Section 2. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.

Section 3. Nothing in this Article shall be construed to preclude the Directors from serving the Company in any other capacity and receiving compensation therefor.

Section 4. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of this Company, for any cause deemed sufficient by such Shareholders or for no cause.

Section 5. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this Company at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

ARTICLE VII. Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE VIII. Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors. Any Bylaws adopted by the Board of Directors may be repealed, changed, or new Bylaws may be adopted by the vote of a majority of the stock entitled to vote

thereon, and the Shareholders' may prescribe in any Bylaw made by them that such Bylaw shall not be altered, amended or repealed by the Board of Directors.

ARTICLE IX. Shareholders' Agreements

The Shareholders of the voting stock of the Company may, by unanimous agreement, restrict the discretion of the Board of Directors in its management of the Company, provide for direct Shareholder management of the business and affairs of the Company, treat the Company as if it were a partnership, or may arrange the relations between and among Shareholders that would be otherwise appropriate only between partners. A Shareholders' Agreement among less than all Shareholders may only affect the management of the Company by providing for the manner in which parties to the Shareholders' Agreement will vote their shares. Any Shareholders' Agreement must be in writing and a copy thereof must be delivered to the principal office of the Company and be available there for inspection by any Shareholder pursuant to the inspection of records procedure for Shareholders as provided in the Florida Business Company Act. If a Shareholders' Agreement has been entered into, all stock certificates owned by Shareholders who are parties to the Agreement shall have an appropriate notation referencing the Shareholders' Agreement. No committee of the Board of Directors may pre-empt the Shareholders' Agreement signed by all Shareholders.

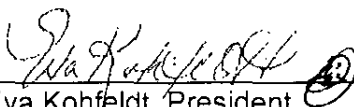
ARTICLE X. Affiliated Transactions

This Company expressly elects not to be governed by the provisions of Florida Statutes Section 607.0901 dealing with affiliated transactions.

2. The amendments to the Articles of Incorporation set forth in these Amended and Restated Articles of Incorporation were approved by the sole shareholder of the Company.

3. The sole member of the Board of Directors of the Company approved the amendments to the Articles of Incorporation set forth in these Amended and Restated Articles of Incorporation.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been executed this 1st, day of March, 2016.



Eva Kohfeldt, President