

P050000033320

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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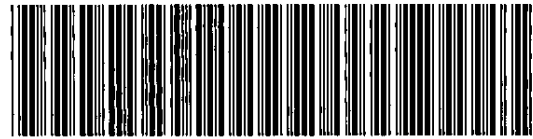
(Business Entity Name)

(Document Number)

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*Amend*

08/24/10--01026--024 \*\*105.00

FILED  
2010 AUG 24 PM 12:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*8/25/10*

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Qgiv, Inc.

**DOCUMENT NUMBER:** P05000033320

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

Please return all correspondence concerning this matter to the following:

Susan Starr

Name of Contact Person

Baylis & Company PA CPAs

Firm/ Company

53 Lake Morton Drive

Address

Lakeland, FL 33801

City/ State and Zip Code

susan.starr@bayliscpas.com

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

For further information concerning this matter, please call:

Susan Starr

Name of Contact Person

at ( 863 )

688-8841

Area Code & Daytime Telephone Number

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

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &  
Certificate of Status

☐ \$43.75 Filing Fee &  
Certified Copy  
(Additional copy is enclosed)

☒ \$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

FILED

2010 AUG 24 PM 4:31

Qgiv, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State) SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P05000033320

(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)

**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:

New Registered Office Address:

(Florida street address)

(City)

\_\_\_\_\_, Florida  
(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)*

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
		_____	
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
		_____	
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
		_____	

**E. If amending or adding additional Articles, enter change(s) here:**  
*(attach additional sheets, if necessary). (Be specific)*  
**Article IV – Capital Stock**

\_\_\_\_\_

This corporation is authorized to issue 1,000,000 shares of voting common stock

\_\_\_\_\_

having a par value of \$10.00 per share.

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

**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)*

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

The date of each amendment(s) adoption: January 1, 2010  
(date of adoption is required)

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

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.

Dated 8/18/10

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)

Todd Baylis  
(Typed or printed name of person signing)

President  
(Title of person signing)

**ACTIONS  
BY THE JOINT WRITTEN CONSENT  
OF THE SHAREHOLDERS AND DIRECTORS  
OF  
QGIV, INC.**

The undersigned, being a majority of the Shareholders and all of the Directors of QGIV, INC., a Florida corporation, hereby take the following actions by unanimous written consent, in lieu of holding a meeting regarding such actions, pursuant to the applicable provisions of Chapter 607, Florida Statutes:

It is noted that Qgiv wishes to issue and distribute shares to employees of the company. Therefore, be it

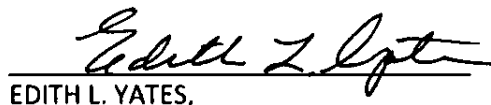
RESOLVED, by the Shareholders and Directors, that the following revisions of Article V of the Articles of Incorporation, is hereby APPROVED and ADOPTED by the Corporation:

Article IV – Capital Stock

This corporation is authorized to issue 1,000,000 shares of voting common stock having a par value of \$10.00 per share.

IN WITNESS WHEREOF, the undersigned have signed this written consent as of the 1<sup>st</sup> day of January, 2010.

  
S. TODD BAYLIS,  
Shareholder and Director

  
EDITH L. YATES,  
Shareholder and Director