

P060000036760

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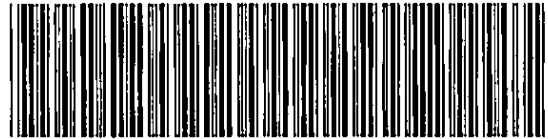
(Business Entity Name)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
JUL 03 2018 15

Amend

JUL 09 2018

D CUSHING

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Integrated Fire & Security Solutions, Inc.

DOCUMENT NUMBER: P06000036760

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

Please return all correspondence concerning this matter to the following:

John W. Peterson CEO

Name of Contact Person

Integrated Fire & SEcurity Soltions, Inc.

Firm/ Company

1970 Dana Drive

Address

Fort Myers, FL 33907

City/ State and Zip Code

jpeterson@ifssi.com

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

For further information concerning this matter, please call:

John Peterson

at (239)

415-4374 x 110

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:

☒ \$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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 JUL -3 AM 10:15

Articles of Amendment
to
Articles of Incorporation
of

Integrated Fire & SEcurity Solutions, Inc.

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

P06000036760

(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:

No Change

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**)

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

No Change

(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

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

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

No Change

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)

Stock Changes and Corporate voting

1- John Peterson sold back to Integrated Fire & SEcurity Soltions, Inc. (IFSS) 5% (five shares)

2- John Peterson agrees 23% of his remaing stock is none-voting leaving 34.5% as voting stock

3- A Stock Split of 100 Shares for ever 1 Share was approved making the total quantity of stock 10,000 Shares

* IFSS corporate ownes 500 shares, JNP 2400, JRC 1350 and JWP 5750 totaing 10,000 shares

** In the event of an aquisition for #2 & 3 above the FM Valuation used applies to all shares equally including

John Peterson's 25% non voting stock all per Exhibit A in minutes of Shareholder Meeting

27 June 2018

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

27 June 2018

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.

Dated 6/29/18

Signature

John W Peterson CEO
(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)

John W Peterson

(Typed or printed name of person signing)

Chief Executive Officer & Sec / Tres

(Title of person signing)

MINUTES OF SPECIAL MEETING OF THE BOARD OF DIRECTORS OF
Integrated Fire & Security Solutions, Inc.

A special meeting of the board of directors of the above-named corporation was held on:
27 June 2018 at 1970 Dana Dr. Fort Myers, FL 33907 and by Conference Call

Present was:

John Peterson COO

Name Address

Justin Peterson Pres

Name Jesus Carias VP (Call-in) Address

Name Address

Name Address

Name Address

Name Address

John was requested to be the temporary Chairman of the meeting.

John was requested to be the temporary Secretary of the meeting.

1. The meeting was called to order. It was determined that a quorum was present either in person or by proxy, and the meeting could conduct business.

The following directors were present:

Names of directors:

John Peterson

Justin Peterson

Jesus Carias

2. The Secretary determined and reported that notice of the meeting had been properly given or waived by directors in accordance with the bylaws.

3. A motion was made and carried, that the Secretary was ordered to attach the documentation (If any) or the appropriate affidavit of mailing of notice or waiver of notice to the meeting minutes. If no notice is attached, all directors agreed that proper notice of the meeting had been given. None



4. There was presented to the meeting, a copy of the minutes of the previous meeting of the board directors. Approved minutes

5. Upon motion duly made, seconded and unanimously carried, it was resolved that the hourly wages or salaries of the following officers were fixed at the following rates: No Change except as noted in Exhibit A to John Peterson

6. The president presented the annual presidents report of the corporation. None see Exhibit A

7. The treasurer of the corporation presented the treasurers report, which stated that the previous taxable year had: No Report was issue except as in Exhibit A

8. The following other business was transacted:

The email understanding of the Shareholders was discussed in depth and resolved as stated within Exhibit A

9. The directors ratified and approved all documents presented. John Peterson was directed by the Board to make the approved changes in Exhibit A to the:

- Corporate Documents
 - By-Laws
 - Shareholder Agreements
 - Stock Split 100 for 1 share
 - Any other Items that were corrected in Exhibit A

There was no further business, and upon motion made, seconded, and unanimously carried, it was

RESOLVED, that all the items and documents have been examined by all directors, and are approved and adopted, and that all actions taken thus far have been ratified and approved by the directors of the Corporation.

There being no further business, upon motion made and carried, the meeting was adjourned.

Dated: 28 June 2018

Secretary

Signature John W Peterson Printed Name



Witness:

Signature

Sandy Ferguson

Printed Name: Sandy Ferguson

Signature

John W Peterson CEO

Printed Name: John W Peterson CEO

Signature

Justin N Peterson Pres.

Printed Name: Justin N Peterson Pres

Signature

Printed Name: Jesus R Caris VP

Signature

Printed Name

ful

From: John Peterson

Sent: Monday, June 11, 2018 9:09 AM

To: Justin Peterson <jupeterson@ifssi.com>; Jesus Carias <jcarias@ifssi.com>

Subject: RE: Following up, ownership reduction / disbursement

At YE 2015 IFSS had a Fair Market Value of \$5MM which we sold to Tutela. In the 2+ years since then the company is stronger than ever, we had previously in 2017 set a Target value of \$6MM when a cash investor wanted to buy in (which did not happen)

- We have added 10 work vans to our fleet and 2 cars essentially cash, (5 GMC, 3 Colorado's PU, 1 Dodge van, and 1 Chevy 2500, 1 Ford car and 1 Chevy)
 - I believe we have sold two since then, a Transit from Tutela and Express Van to Rich
 - There are now two spare vans one in FM and one in Miami
- We paid off the entire line of credit and it has been almost 0 form a year
- We have a cash flow positive after the 2017 Tutela write offs and legal fees
- Our AR / DSO is headed back down (not good yet but is better)
- I would conservatively put the FMV today of IFSS between 8 & 10MM

In calculating this move last year I used the Tutela \$5MM from 2015 YE as the FMV so dollars = \$50,000 each = 5 shares

Two ways to do this, **follow along now!**

Justin and Jesus decide which way they want to go

1. Simply put the stock back in the company as a "Corporate buy Back" which you know we did these documents over 8 years ago
 - This means we have 5% to sell or award as bonus dollars etc. later.
 - We modify with the state Division of Corporations
 - The cash actually stays as Equity in IFSS) and Justin gets his BM bonus per plan on gross
 - **OR**
2. You deduct Justin's BM YE 2018 FM bonus part (which is still due to him YE) and
 - Divide the stock between the other current share holders
 - WAG at an example would be 100% after JNP Bonus = \$220,000 divided by 37 1/2 total other current ownership = \$5866.667
 - \$5866.667 times 24% = \$140,800 JNP or 2.816 Shares totaling 26.816% ownership
 - \$5866.667 times 13.5% = \$79,200 JRC or 1.584 Shares totaling 15.084% ownership
 - This keeps 100% of the shares owned by the current Stake Holders
 - Future Ownership participation if allowed by us all or anyone of us, would come out from current owners getting Bonus \$ David or someone else is due to be paid!
3. Either way I go down by 5 shares of ownership to 57 1/2 , up \$250K cash already in my account.



If we need to have a call on this lets do it today as I have a call set for this afternoon with Gen Equity. Probably will not involve this at all but I can't say 100%

From: John Peterson
Sent: Monday, June 18, 2018 12:14 PM
To: Justin Peterson <jupeterson@ifssi.com>
Subject: RE: Following up, ownership reduction / disbursement

See notes below

Respectfully

John W. Peterson **CSPM**
Integrated Fire & Security Solutions
Office 239-415-4374 ext 110

Blame is not a strategy to Change Anything!

From: Justin Peterson
Sent: Thursday, June 14, 2018 3:19 PM
To: John Peterson <jpeterson@ifssi.com>
Subject: RE: Following up, ownership reduction / disbursement

Please review and comment before I send out to Jesus and Sandy

John (JWP her after), per our discussion earlier today, we are going to proceed with:

- A. The disbursement and buy out of 5 shares by IFSS from John Peterson @ \$50k per share. Please update or correct the "rounded" \$250k # referenced below to actual amount of transfer *[JWP]* I will do with Sandy
 - a. These 5 shares are to be held independently by IFSS, voting rights to these shares are not assigned to any board member.
- B. Additional *[JWP]* 25 (twenty five) (Justin this is added to keep the status-quo fiduciary responsibility for FineMark Bank & Willis Bonding) shares of JWP's remaining 57.5 shares of stock will be transferred into IFSS *[JWP]* as non-voting shares (means and methods to be determined asap after council) representing *[JWP]* an agreement there will no longer be a single managing member, that has majority control. Two of any three board members must agree for a plan / decision to be approved.
 - a. The additional *[JWP]* 20 shares JWP places into IFSS as *[JWP]* non-voting stock are still owned at the current share value (\$50k per share) by JWP, but cannot be used in a majority vote. Shares may be sold or purchased at the board's approval, however IFSS will be responsible for the payment of JWP in this scenario



- b. In the event of acquisition, these voting shares will be paid out to JWP at a minimum of the current evaluation. If the company evaluation exceeds \$5 million in an acquisition, shares will adjust up in value accordingly.
 - c. In the event of downsizing or reduction in work force by economic impact or by unanimous board approval, shares will fluctuate to the same values as other shareholders.
- C. Reduction in Salary ~~below~~ upon David Southwick's start of employment (1st week of July) is agreed *[JWP]* at \$20,000 annual, one 8 hour day per week, if further reduction in time and responsibility occurs, IFSS will re-evaluate at that time. This is not forecasted to occur before January 2019

Shares as of 6/14/18

John Peterson 57.5

Justin Peterson 24

Jesus Carias 13.5

IFSS 5

Please let me know if this is your understanding of our conversation earlier today.

[JWP] Yes this is my understanding, I added two items into

1. *One was to keep my Finances as the primary but surrender voting rights of majority shares*
2. *The \$20K annual amount of pay cut essentially \$10 an hour*



yes

*Justin Peterson, PSP
Integrated Fire & Security Solutions
1970 Dana Drive
Fort Myers FL 33907
Office 239-415-4374 Ext 111
Cell 239-425-7644*



From: John Peterson
Sent: Wednesday, June 27, 2018 4:49 PM
To: Justin Peterson <jupeterson@ifssi.com>
Subject: RE: Following up, ownership reduction / disbursement

I will also do the Stock Split (100 for 1) in this same Corp Addendum correct?

Respectfully

John W. Peterson **CSPM**
*Integrated Fire & Security Solutions
Office 239-415-4374 ext 110*

Blame is not a strategy to Change Anything!

From: Justin Peterson
Sent: Wednesday, June 27, 2018 2:24 PM
To: John Peterson <jpeterson@ifssi.com>
Subject: RE: Following up, ownership reduction / disbursement

Approved per Jesus and I. Please update Sandy.

*Justin Peterson, PSP
Integrated Fire & Security Solutions
1970 Dana Drive
Fort Myers FL 33907
Office 239-415-4374 Ext 111
Cell 239-425-7644*

