

PD7000133026

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(City/State/Zip/Phone #)

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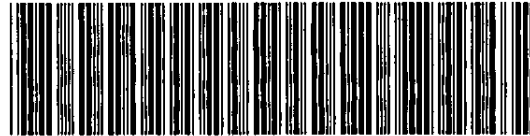
(Business Entity Name)

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C. McNair

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C McNAIR

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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
12 MAR -9

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Strategic Risk Solutions, Inc.

DOCUMENT NUMBER: P07000133026

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

Please return all correspondence concerning this matter to the following:

Jean Nardone

Name of Contact Person
Strategic Risk Solutions, Inc.

Firm/ Company
2352 Main Street, Suite 204

Address
Concord, MA 01742

City/ State and Zip Code
jean.nardone@srsmail.com

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

For further information concerning this matter, please call:

Roger D. Wiegley at (917) 517-6137

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 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 checked="" 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

SECRETARY OF STATE
DIVISION OF CORPORATIONS
10-10-12-9

Articles of Amendment
to
Articles of Incorporation
of

Strategic Risk Solutions, Inc.

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

P07000133026

(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

(Florida street address)

New Registered Office 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)

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

| <u>Type of Action</u> (Check One) | <u>Title</u> | <u>Name</u> | <u>Address</u> |
|--------------------------------------|--------------|-------------|----------------|
| 1) <input type="checkbox"/> Change | _____ | _____ | _____ |
| <input type="checkbox"/> Add | _____ | _____ | _____ |
| <input type="checkbox"/> Remove | _____ | _____ | _____ |
| 2) <input type="checkbox"/> Change | _____ | _____ | _____ |
| <input type="checkbox"/> Add | _____ | _____ | _____ |
| <input type="checkbox"/> Remove | _____ | _____ | _____ |
| 3) <input type="checkbox"/> Change | _____ | _____ | _____ |
| <input type="checkbox"/> Add | _____ | _____ | _____ |
| <input type="checkbox"/> Remove | _____ | _____ | _____ |
| 4) <input type="checkbox"/> Change | _____ | _____ | _____ |
| <input type="checkbox"/> Add | _____ | _____ | _____ |
| <input type="checkbox"/> Remove | _____ | _____ | _____ |
| 5) <input type="checkbox"/> Change | _____ | _____ | _____ |
| <input type="checkbox"/> Add | _____ | _____ | _____ |
| <input type="checkbox"/> Remove | _____ | _____ | _____ |
| 6) <input type="checkbox"/> Change | _____ | _____ | _____ |
| <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)

See attached sheets (six pages)

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: _____, 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.

Dated March 7, 2016

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)

Roger D. Wiegley

(Typed or printed name of person signing)

Secretary

(Title of person signing)

ATTACHMENT TO
ARTICLES OF AMENDMENT
OF
STRATEGIC RISK SOLUTIONS, INC.

(A Florida For Profit Corporation, P07000133026)

The following provisions of the Articles of Incorporation of Strategic Risk Solutions, Inc. (the "Corporation") are amended:

ARTICLE IV -- Capital Stock

4.1 Authorized Shares. The total number of shares of all classes of capital stock that the Corporation shall have the authority to issue shall be 2,000,000 shares, of which 1,900,000 shares shall be common stock, having a par value of \$.01 per share (referred to in these Articles of Incorporation as "Common Stock") and 100,000 shares shall be preferred stock, having a par value of \$.01 per share (referred to in these Articles of Incorporation as "Preferred Stock"). The Board of Directors is expressly authorized to designate and issue not more than 1,700,000 shares of Common Stock as non-voting shares of Common Stock. The Board of Directors is also expressly authorized, pursuant to Section 607.0602 of the FBCA, to provide for the classification and reclassification of any unissued shares of Common Stock or Preferred Stock and the issuance thereof in one or more classes or series without the approval or the shareholders of the Corporation, all within the limitations set forth in Section 607.0601 of the FBCA.

4.2 Common Stock.

(a) **Relative Rights.** Each share of Common Stock shall have the same rights as and be identical in all respects to all the other shares of Common Stock, except that shares of Common Stock designated as non-voting shares shall have no voting rights, except as required by law.

(b) **Voting Rights.** Each holder of Common Stock shall, except as otherwise provided by the FBCA, be entitled to one vote for each share of Common Stock held by such holder, provided that shares of Common Stock designated as non-voting shares shall not entitle the holder of such non-voting shares to any voting rights with respect to such non-voting shares.

(c) **Dissolution, Liquidation, Winding Up.** In the event of any dissolution, liquidation, or winding up of the Corporation, whether voluntary or involuntary, the holders of record of the Common Stock then outstanding, and all holders of any class or series of stock entitled to participate therewith in whole or in part, as to the distribution of

assets, shall become entitled to participate in the distribution of assets of the Corporation remaining only after the Corporation shall have paid, or set aside for payment, to the holders of any class or series of stock having preference over the Common Stock in the event of dissolution, liquidation, or winding up, the full preferential amounts (if any) to which they are entitled, and only after the Corporation shall have paid or provided for payment of all debts and liabilities of the Corporation.

(d) **Issuance.** The Corporation may not issue or sell any shares of voting Common Stock (directly or indirectly, whether by issuance of securities convertible or exchangeable into voting Common Stock or otherwise), unless the Corporation issues and sells concurrently ninety-nine shares of non-voting Common Stock for each share of voting Common Stock, unless otherwise approved unanimously by the Large Holders.

4.3 Preferred Stock.

(a) **Issuance, Designations, Powers, Etc.** Subject to the limitations prescribed by the FBCA and the provisions of these Articles of Incorporation, the Board of Directors is expressly authorized to provide, by resolution and by filing Articles of Amendment to these Articles of Incorporation (which, pursuant to Section 607.0602(4) of the FBCA shall be effective without shareholder action), for the issuance from time to time of the shares of the Preferred Stock in one or more series, to establish from time to time the number of shares to be included in each such series, and to fix the designations, preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms and conditions of redemption relating to the shares of each such series. The authority of the Board of Directors with respect to each series of Preferred Stock shall include, but not be limited to, setting or changing the following: (i) the dividend rate, if any, on shares of such series, the times of payment and the date from which dividends shall be accumulated, if dividends are to be cumulative; (ii) whether the shares of such series shall be redeemable and, if so, the redemption price and the terms and conditions of such redemption; (iii) the obligation, if any, of the Corporation to redeem shares of such series pursuant to a sinking fund; (iv) whether shares of such series shall be convertible into, or exchangeable for, shares of stock of any other class or classes and, if so, the terms and conditions for such conversion or exchange, including the price or prices or the rate or rates of conversion or exchange and the terms of adjustment, if any; (v) whether the shares of such series shall have voting rights, in addition to the voting rights provided by law, and, if so, the extent of such voting rights; (vi) the rights of the shares of such series in the event of voluntary or involuntary liquidation, dissolution or winding-up of the Corporation; and (vii) any other relative rights, powers, preferences, qualifications, limitations or restrictions thereof relating to such series. Notwithstanding the foregoing, and in accordance with Section 607.0602 of the FBCA, the Corporation may only determine the rights and preferences of a class or series of the Preferred Stock prior to the issuance of any shares of such class or series.

(b) **Dissolution, Liquidation, Winding Up.** In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of

Preferred Stock of each class or series shall be entitled to receive only such amount or amounts as shall have been fixed by the Articles of Incorporation, as amended from time to time.

4.4 *Shares Acquired by the Corporation.* Shares of Common Stock that have been acquired by the Corporation shall become treasury shares and may be resold or otherwise disposed of by the Corporation for such consideration as shall, be determined by the Board of Directors, unless or until the Board of Directors shall by resolution provide that any or all treasury shares so acquired shall constitute authorized, but unissued shares.

4.5 *Preemptive Rights.*

(a) If any person proposes to purchase from the Corporation, or the Corporation proposes to sell and issue, shares of Common Stock and or other capital stock of the Corporation now or hereafter outstanding, and any securities into which such capital stock of the Corporation may be changed, converted or exchanged from the Corporation ("Shares"), each holder of 20% or more of the issued and outstanding voting Common Stock of the Corporation ("Large Holder") will have the first right to purchase from the Corporation, during a reasonable time to be fixed by the Board of Directors (which will not be less than 60 days), such number of Shares equal to: (i) that number of Shares proposed to be issued by the Corporation to such person; multiplied by (ii) a fraction, the numerator of which equals the aggregate number of shares of Common Stock then held by such Large Holder (including all shares of Common Stock then issuable (directly or indirectly) upon conversion and/or exercise, as applicable, of Preferred Stock and any other securities then held by such Large Holder), and the denominator of which shall be the total shares of Common Stock of the Corporation then outstanding (assuming full conversion and/or exercise, as applicable, of all Preferred Stock and other securities), at a price or prices and on other terms not less favorable to each Large Holder than the price or prices and other terms at which such Shares are proposed to be offered for sale.

(b) The Corporation shall provide written notice to Large Holders to purchase Shares, setting forth the time within, and the price and other terms and conditions upon which, Large Holders may purchase such Shares. Shares which the Corporation proposes to issue or sell that are not purchased by Large Holders pursuant to this Section 4.5 may be issued or sold by the Corporation within 90 days after the expiration of the period during which Large Holders shall have the first right to purchase, and the Corporation shall not sell or issue any such Shares after such 90-day period without renewed compliance with this Section 4.5. This Section is intended to, and notwithstanding any provision herein to the contrary except clause (c) below, shall be interpreted to, permit Large Holders to maintain their pro rata portion of voting Common Stock of the Corporation, assuming such Large Holders exercise their rights to the full extent permitted under this Section 4.5.

(c) The foregoing preemptive rights shall not apply to Shares issued to employees of the Corporation or its subsidiaries or affiliates, unless the total amount of all Shares issued to such persons after March 1, 2016 exceeds five percent of the number of all issued and

outstanding Shares of the Corporation as of the date hereof (assuming full conversion, and/or exercise, as applicable, of all Preferred Stock and other securities).

ARTICLE V -- Board of Directors

5.1 Number of Directors. -- The number of directors of the Corporation shall be five (5).

5.2 Nomination of Directors -- Each Large Holder shall be entitled to elect one member of the Board of Directors. All other members of the Board of Directors, if any, shall be elected by a plurality of the votes cast by the shares entitled to vote therefor. All directors shall hold office until his successor is elected and qualified or until any such director's earlier death, resignation or removal.

5.3 Vacancies Any vacancy of the Board of Directors resulting from death, resignation, disqualification, removal or otherwise, may be filled only by affirmative vote of a majority of the remaining directors then in office, even though less than a quorum, or by a sole remaining director, or, if not filled by the directors, by the shareholders; *provided, however*, that if the director whose departure created the vacancy had been elected by a Large Holder, then the vacancy may only be filled by election by such Large Holder. No director elected by a Large Holder may be removed except by or upon the direction of the Large Holder that elected such director.

5.4 Directors Elected by Holders of Preferred Stock. Whenever the holders of any one or more classes or series of Preferred Stock issued by the Corporation shall have the right, voting separately by class or series, to elect one or more directors at an annual or special meeting of shareholders, the election, term of office, filling of vacancies and other features of such directorships shall be governed by the terms of these Articles of Incorporation, as amended by Articles of Amendment applicable to such classes or series of Preferred Stock

5.5 Personal Liability of Directors. To the fullest extent permitted by law, no director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of duty of care or other duty as a director. If the FBCA is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as amended. In the event that any of the provisions of this Article (including any provision within a single sentence) are held by a court of competent jurisdiction to be invalid, void or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers and agents of the Corporation through Bylaw provisions, agreements with such persons, vote of

stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by the FBCA.

Any repeal or modification of the foregoing Section 5.5 (Personal Liability of Directors) shall not adversely affect any right or protection of a director of the Corporation existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions of such director occurring prior to, such repeal or modification.

5.6 Exercise of Business Judgment. In discharging the duties of their respective positions and in determining what is believed to be in the best interests, of the Corporation, the Board of Directors, and individual directors, in addition to considering the effects of any action on the Corporation or its shareholders, may consider the interests of the employees, customers, suppliers and creditors of the Corporation and its subsidiaries, the communities in which offices or other establishments of the Corporation and its subsidiaries are located, and all other factors such directors consider pertinent; provided, however, that this provision solely its discretionary authority to the directors and no constituency shall be deemed to have been given any right to consideration thereby.

ARTICLE VII -- Action by Shareholders

7.1 Annual Meetings. At an annual meeting of the shareholders of the Corporation, only such business shall be conducted, and only such proposals shall be acted upon, as shall have been brought before the annual meeting (a) by, or at the direction of, the Board of Directors, or (b) by any shareholder of the Corporation who complies with the notice procedures set forth in the Bylaws and the requirements of Rule 14a-8 promulgated under the Securities Exchange Act of 1934, as amended.

7.2 Special Meetings. Special meetings of the shareholders of the Corporation may be called at any time by (a) the Board of Directors; (b) the Chairman of the Board of Directors (if one is so appointed); (c) the Chief Executive Officer of the Corporation; (d) the President of the Corporation; or (e) the holders of not less than thirty-five percent (35%) of all the votes entitled to be cast on any issue proposed to be considered. at the proposed special meeting, *if* such shareholders sign, date and deliver to the Corporation's Secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held. Special meetings of the shareholders of the Corporation may not be called by any other person or persons.

7.3 Shareholder Action Without a Meeting. Any action required or permitted to be taken at an annual or special meeting of shareholders of the Corporation may be taken without a meeting, without prior notice, and without a vote if the action is taken in the manner set forth under Section 607.0704 of the FBCA, as the same may be hereafter amended or superseded.

ARTICLE VIII -- Amendments

8.1 Articles of Incorporation. Notwithstanding any other provision of these Articles of Incorporation or the Bylaws of the Corporation (and notwithstanding that a lesser percentage may be specified by law) the affirmative vote of eighty-five percent (85%) of the total number of votes of the then outstanding shares of the capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class, shall be required (unless separate voting by classes is required by the FBCA, in which event the affirmative vote of eight-five percent (85%) of the number of shares of each class or series entitled to vote as a class shall be required), to amend or repeal any provision of these Articles of Incorporation. Notice of any such proposed amendment or repeal shall be contained in the notice of the meeting at which it is to be considered.

8.2 Bylaws. The Board of Directors shall have the power to adopt the Bylaws and amend or repeal the Bylaws in such manner as shall be prescribed by the Bylaws, and nothing herein shall serve to limit such power, provided that no Bylaw that is inconsistent with these Articles shall have any effect.