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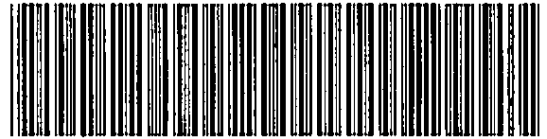
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Amended & Restated

JAN 09 2023

D CUSHING

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:

Roger D. Wiegley

Name of Contact Person

Firm/ Company

633 Central Road

Address

Rye Beach, NH 03871

City/ State and Zip Code

roger.wiegley@strategicroisks.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 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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 5, 2022

ROGER D WIEGLEY
633 CENTRAL ROAD
REY BEACH, NH 03871

SUBJECT: STRATEGIC RISK SOLUTIONS, INC.
Ref. Number: P07000133026

We have received your document for STRATEGIC RISK SOLUTIONS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must either submit the Articles of Amendment or the Amended and Restated Articles. You cannot submit both together.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Diane Cushing
Senior Section Administrator

Letter Number: 922A00026885

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

STRATEGIC RISK SOLUTIONS, INC.

(A Florida For-Profit Corporation)

The Articles of Incorporation of Strategic Risk Solutions, Inc. are amended and restated in their entirety as follows:

ARTICLE I -- Name

The name of the Corporation is: Strategic Risk Solutions, Inc.

ARTICLE II -- Principal Address and Mailing Address

The street address of the principal office of the Corporation is: 2352 Main Street, Suite 301, Concord, MA 01742. The mailing address of the Corporation is: 7901 4th Street., Suite 300, St. Petersburg, Florida 33702.

ARTICLE III -- Purposes

The Corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

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

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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.

(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.

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 H3CA shall be effective without shareholder action), for the issuance from time to time 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.

(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 series shall be entitled to receive only such amount or amounts as shall have been fixed by the Articles of Amendment to these Articles of Incorporation or by the resolution or resolutions of the Board of Directors providing for the issuance of such series.

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 No Preemptive Rights. Except as the Board of Directors may otherwise determine, no shareholder of the Corporation shall have any preferential or preemptive right to subscribe for or purchase from the Corporation any new or additional shares of capital stock, or securities convertible into shares of capital stock, of the Corporation, whether now or hereafter authorized.

ARTICLE V -- Board of Directors

5.1 Number of Directors -- Except as otherwise provided in these Articles of Incorporation or any Articles of Amendment filed pursuant to Section 4.3 hereof relating to the rights of the holders of any class of or series of Preferred Stock, voting separately by class or series, to elect additional directors under specified circumstances, the number of directors of the Corporation shall be as fixed from time to time by or pursuant to the Bylaws of the Corporation (the "Bylaws").

5.2 Vacancies Newly created directorships resulting from any increase in the number of directors or 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. Any director so elected shall hold office until the next election of directors shall have been elected and until such director's successor shall have been elected and qualified or until any such director's earlier death, resignation or removal.

5.3 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.

5.4 Personal Liability of Directors. 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, except as provided by Section 607.0831 of the FBCA. 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.

5.5 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 VI -- Registered Office and Agent

The Corporation designates 7901 4th Street., Suite 300, St. Petersburg, Florida 33702 as the street address of the registered office of the Corporation and names Northwest Registered Agent LLC the Corporation's registered agent at that address to accept service of process within this state.

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 a majority 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 a majority 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.

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.

The date of each amendment(s) adoption: August 3, 2022, 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 incorporators, or board of directors without shareholder action and shareholder action was not required.

☒ 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)"

Dated August 15, 2022

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)