

From: **PORTER WRIGHT MORRIS & ARTHUR** 04/17/2019 15:11:27 #95342002/007
Division of Corporations Page 1 of 2

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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To:
Division of Corporations
Fax Number : (850) 617-6360

R. WHITE
APR 18 2019

From:
Account Name : PORTER, WRIGHT, MORRIS & ARTHUR
Account Number : 102233003533
Phone : (614) 227-1936
Fax Number : (229) 593-2950

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: JCostello@porterwright.com

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
USA GRADING, INC.**

Certificate of Status	1
Certified Copy	1
Page Count	05
Estimated Charge	\$52.50

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TALLAHASSEE

2019 APR 17 AM 9:44

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From:

04/17/2019 15:11

#953 P.001/007

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: USA Grading, Inc.

DOCUMENT NUMBER: P08000024733

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

Please return all correspondence concerning this matter to the following:

T. John Costello, Jr.

Name of Contact Person

Porter Wright Morris & Arthur LLP

Firm/ Company

9132 Strada Place, 3rd Floor

Address

Naples, FL 34108-2683

City/ State and Zip Code

jcstello@porterwright.com

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

For further information concerning this matter, please call:

Name of Contact Person at (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

From:

04/17/2019 15:11 #953 P.003/007

FILED

2019 APR 17 AM 9:44

SECRET
TALLAHASSEE, FL

Articles of Amendment
to
Articles of Incorporation
of

USA Grading, Inc.

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

P08000024733

(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

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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:

☒ Change PT John Doe
☐ Remove V Mike Jones
☒ Add SV Sally Smith

Type of Action (Check One)	Title	Name	Address
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	_____	_____	_____

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

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

Article IV (Capital Structure) shall be deleted in its entirety and replaced with the Attached Article IV (Capital Structure).

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)

Each common share outstanding prior to the effective time of the amendment to the articles of incorporation shall be exchanged for one (1) Voting Common Share and ninety-nine (99) Non-Voting Common Shares upon the effectiveness of the amendment to the articles of incorporation.

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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 April 17, 2019 _____

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)

Domenick Catalano

(Typed or printed name of person signing)

President

(Title of person signing)

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ARTICLE IV
(Capital Structure)

The Corporation shall have authority to issue a total of 125,000 shares, par value \$1.00, all of which shall be common shares, divided into classes as follows: 1,250 shares shall be designated as Voting Common Shares ("Voting Common Shares") and 123,750 shares shall be designated as Non-Voting Common Shares ("Non-Voting Common Shares," and together with Voting Common Shares, "Common Shares").

Each holder of Voting Common Shares, as such, shall be entitled to one vote for each share of Voting Common Shares held of record by such holder on all matters on which shareholders generally are entitled to vote.

The holders of Non-Voting Common Shares, as such, shall have no voting power and shall not be entitled to vote on any matter except as expressly provided for herein. Non-Voting Common Shares shall in all other respects carry the same rights and privileges as Voting Common Shares (including in respect of dividends and in respect of distributions upon any dissolution, liquidation or winding up of the Corporation) and be treated the same as Voting Common Shares.