

PD9000020051

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
14 JAN 24 AM 11:51

Amend

JAN 29 2014

T. CARTER

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Hobson NBT, Inc.
DOCUMENT NUMBER: P09000020051

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

Please return all correspondence concerning this matter to the following:

David H Krieger (President)

Name of Contact Person

Hobson NBT, Inc.

Firm/ Company

3304 Pleasant Lake Drive

Address

Tampa, Florida 33618

City/ State and Zip Code

David@HobsonNBT.com

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

For further information concerning this matter, please call:

David H Krieger at (813) 264-2345
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 checked="" 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

Articles of Amendment
to
Articles of Incorporation
of

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
14 JAN 24 AM 11:51

Hobson NBT, Inc.

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

P09000020051

(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:

N/A

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: _____, 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

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

Type of Action (Check One)	Title	Name	Address
1) <input checked="" type="checkbox"/> Change	<u>PTS</u>	<u>David H Krieger</u>	<u>3304 Pleasant Lake Dr</u>
<input type="checkbox"/> Add			<u>Tampa, Florida 33618</u>
<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)

(Please see attached Amendment)

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)

N/A

The date of each amendment(s) adoption: January 14, 2014, if other than the date this document was signed.

Effective date if applicable: January 14, 2014
(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

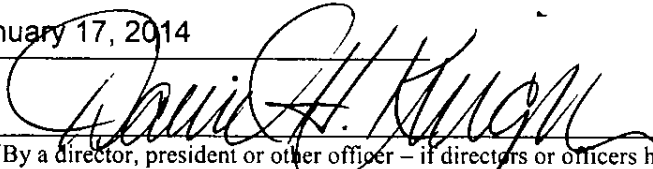
by _____."
(voting group)

☐ 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 January 17, 2014

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)

David H Krieger

(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)

**TO AMEND HOBSON NBT, INC. ARTICLES OF INCORPORATION
TO INCREASE THE AUTHORIZED SHARES OF COMMON STOCK
FROM 10,000 SHARES TO 100,000 SHARES, AND TO
AUTHORIZE THE ISSUANCE OF UP TO 1,000 SHARES OF
“BLANK CHECK” PREFERRED STOCK.**

The Board Of Directors (“Board”) of Hobson NBT, Inc. (“Hobson”) unanimously approved and recommended that its stockholders approve a proposal to amend Hobson’s Articles of Incorporation to increase authorized shares of capital stock from 10,000 shares to 100,000 shares and to authorize the issuance of up to 1,000 shares of “blank check” preferred stock.

At its annual shareholder meeting held January 14, 2014, this proposal was unanimously approved.

Hobson’s existing Articles of Incorporation authorize the issuance of up to 10,000 shares of common stock, \$0.01 par value. The proposed amendment to Hobson’s Articles of Incorporation will increase Hobson’s authorized shares of capital stock from 10,000 shares to 100,000 shares, of which 99,000 shares will be designated common stock and 1,000 shares will be designated preferred stock, and would provide that any Directors elected by a particular class or series of preferred stock, if the class is authorized to elect Directors as a class or series, may be removed from office only by holders of that class or series of stock.

The preferred stock would be issued in one or more classes or series with each class or series having such rights and preferences as Hobson’s Board may determine when authorizing the class or series. This type of class of securities is commonly referred to as “blank check” preferred stock.

If approved by you, shares of Hobson’s preferred stock will be available for issuance from time to time for such purposes and consideration as Hobson’s Board may approve. No further vote of Hobson’s stockholders will be required in connection with the authorization of a class or series of preferred stock or

the issuance of shares of an authorized class or series, unless otherwise required by applicable law.

We have no present plans to authorize any series of preferred stock or to issue any shares within a class or series of preferred stock.

In the event that Hobson's Board does authorize, designate and issue shares of preferred stock, Hobson's Board may exercise its discretion in establishing the terms of such preferred stock. In the exercise of such discretion, Hobson's Board may determine the voting rights, if any, of the class or series of preferred stock being authorized, which could include the right to vote separately or as a single class with Hobson's common stock and/or other classes or series of preferred stock, including with respect to the election of Directors; to have more or less voting power per share than that possessed by Hobson's common stock or other classes or series of preferred stock; and to vote on certain specified matters presented to Hobson's stockholders or on all of such matters or upon the occurrence of any specified event or condition.

On Hobson's liquidation, dissolution or winding up, the holders of any class or series of preferred stock may be entitled to receive preferential cash distributions fixed by Hobson's Board when creating the particular class or series of preferred stock before the holders of Hobson's common stock are entitled to receive anything. The Board will also have the discretion to provide the dividend rights and dividend rate of any class or series of preferred stock. Preferred stock authorized by Hobson's Board could be redeemable or convertible into shares of any other class or series of Hobson's capital stock.

Hobson's Board believes the authorization of preferred stock is necessary to provide Hobson with the flexibility to act in the future with respect to financing programs, acquisitions, stock splits and other corporate purposes without the delay and potential expense associated with obtaining special stockholder approval each time an opportunity requiring the issuance of shares of preferred stock may arise. Such a delay might deny us the flexibility that Hobson's Board views as important in facilitating the effective use of the securities of the corporation.

In addition, shares of Hobson's authorized preferred stock may be used as a means of preventing or dissuading an unsolicited change in control or takeover of Hobson. Shares of Hobson's authorized preferred stock, as well as shares of Hobson's authorized but unissued common stock, for example, could be issued in an effort to dilute the stock ownership and voting power of persons seeking to obtain control of Hobson's company, or could be issued to purchasers who would support Hobson's Board in opposing an unsolicited takeover proposal. Moreover, the existence of the authority to issue preferred stock, as well as the issuance of a class or series of Hobson's preferred stock, if approved by Hobson's Board, may have the effect of discouraging an unsolicited challenge for control or make it less likely that such a challenge, if attempted, would be successful.

The authorization of preferred stock pursuant to this proposal will have no dilutive effect upon the proportionate voting power of Hobson's present stockholders. However, to the extent that shares of Hobson's preferred stock having voting rights are subsequently issued to persons other than Hobson's current stockholders and/or in proportions other than the proportion that presently exists, such issuance could have a substantial dilutive effect on Hobson's current stockholders.

None of Hobson's Directors or Officers has any financial or other personal interest in the adoption of the proposed amendment described in this proposal, except insofar as the use of preferred stock to prevent or dissuade an unsolicited change in control or takeover of Hobson's company might allow those individuals to remain in their positions and earn compensation for their services for a longer period of time.