

P120000022804

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

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WAIT

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MAIL

(Business Entity Name)

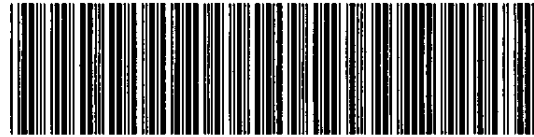
(Document Number)

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ADseph Dzaluk ^{12/23/16}
Auth. Date of Adoption
AND Eff. Date

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12/19/16--01025--002 **52.50

FILED
2016 DEC 23 PM 1:57
FEB 1 2017

Amend/cc
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DEC 23 2016

ADDITION



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 21, 2016

MICHAEL MCNATT, ESQ.
MCNATT LAW FIRM, P.A.
4190 MILLENIA BLVD
ORLANDO, FL 32839

SUBJECT: CHANCE CORPORATION
Ref. Number: P12000022864

We have received your document for CHANCE CORPORATION and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

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.

Irene Albritton
Regulatory Specialist II

Letter Number: 916A00027115

Articles of Amendment
to
Articles of Incorporation
of

Chance Corporation

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

P12000022864

(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**)*

N/A

C. Enter new mailing address, if applicable:

*(Mailing address **MAY BE A POST OFFICE BOX**)*

N/A

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 N/A

(Florida street address)

New Registered Office Address: N/A, 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:

☒ 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	_____	N/A	_____
<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)

Article V of the Articles is deleted in its entirety and Exhibit "A" attached hereto is substituted in lieu thereof.

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

Exhibit "A"

Article V is deleted in its entirety and the following is substituted in lieu thereof:

AUTHORIZED CAPITAL STOCK. The aggregate number of shares of common of stock which the Corporation shall have authority to issue is one thousand (1,000) shares, consisting of: 1. one thousand (1,000) shares of common stock, par value \$0.01 per share (the "Common Stock"), of which a. one hundred (100) shares are designated as Class A Common Stock (the "Class A Common Stock") and b. nine hundred (900) shares are designated as Class B Common Stock (the "Class B Common Stock").

PROVISIONS RELATING TO THE COMMON STOCK. The powers, preferences and rights of the Class A Common Stock and the Class B Common Stock and the qualifications, limitations and restrictions thereof, shall in all respects be identical, except as otherwise required by law or as expressly provided in the Section entitled Voting Rights.

1. **VOTING RIGHTS.** All rights to vote and all voting power shall be vested exclusively in the holders of the Class A Common Stock. The holders of shares of Class B Common Stock shall have no voting rights.

2. **DIVIDENDS.** The holders of the Common Stock shall be entitled to receive when, as and if declared by the Board, out of funds legally available therefor, dividends and other distributions payable in cash, property, stock (including shares of any class or series of the Corporation, whether or not shares of such class or series are already outstanding) or otherwise. Each share of Class A Common Stock and each share of Class B Common Stock shall have identical rights with respect to dividends and distributions.

3. **CONVERSION.** Neither Class A Common Stock nor Class B Common Stock have the right to be converted into any other type of Common Stock.

4. **SPLITS OR COMBINATIONS.** If the Corporation shall in any manner split, subdivide or combine the outstanding shares of Class A Common Stock or Class B Common Stock, then the outstanding shares of the other such class of Common Stock shall be proportionately split, subdivided or combined in the same manner and on the same basis as the outstanding shares of the class that has been split, subdivided or combined.

5. **MERGERS AND CONSOLIDATIONS.** In the event of a merger, consolidation or combination of the Corporation with another entity (whether or not the Corporation is the surviving entity), the holders of Class A Common Stock and Class B Common Stock shall be entitled to receive the same per share consideration in that transaction, except that the holders of Class A Common Stock are entitled to receive in any such event may differ as to voting rights and otherwise to the extent and only the extent that the Class A Common Stock and the Class B Common Stock differ as set forth herein.

6. **LIQUIDATING DISTRIBUTIONS.** Upon any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, the net assets of the Corporation shall be divided among and paid ratably to the holders of Class A Common Stock and Class B Common Stock treated as a single class.

7. **SALES AND REPURCHASES.** The Board shall have the power to cause the Corporation to issue and sell shares of either class of Common Stock to such individuals, partnerships, joint ventures, limited liability companies, associations, corporations, trusts or other legal entities (collectively, "persons") and for such consideration as the Board shall from time to time in its discretion determine, whether or not greater consideration could be received upon the issue or sale of the same number of shares of the other class of Common Stock, and as otherwise permitted by law. The Board shall have the power to cause the Corporation to purchase, out of funds legally available therefor, shares of either class of Common Stock from such persons and for such consideration as the Board shall from time to time in its discretion determine, whether or not less consideration could be paid upon the purchase of the same number of shares of the other class of Common Stock, and as otherwise permitted by law.

SHARE RECLASSIFICATION. As of the date hereof, there is only one holder of all of the one thousand (1,000) outstanding shares of the Corporation's existing Common Stock. As of the effective date of this Amendment, automatically and without any action by such holder, all such existing Common Stock shall be reclassified and converted into one hundred (100) validly issued, fully paid and nonassessable shares of Class A Common Stock and nine hundred (900) validly issued, fully paid and nonassessable shares of Class B Common Stock. The holder of record a stock certificate or certificates that represented shares of existing Common Stock shall receive, upon surrender of each such certificate or certificates, a new certificate or certificates evidencing and representing the number of shares of the applicable Class A Common Stock or Class B Common Stock to which such person is entitled. Upon consummation of the reclassification of the existing Common Stock of the Corporation provided for in this Section (the "Reclassification"), the holders of the Class A Common Stock and the Class B Common Stock of the Corporation shall have all rights accorded them by law and the Articles of Incorporation as amended by this Amendment. The issuance of certificates representing shares of Class A Common Stock and Class B Common Stock issuable upon the Reclassification shall be made without charge to the holders of existing Common Stock; provided, however, that if any certificate is to be issued in a name other than that of the record holder of the shares of existing Common Stock being reclassified pursuant to the Reclassification, the Corporation shall not be required to issue or deliver any such certificate unless and until the person requesting the issuance thereof shall have paid to the Corporation the amount of any tax that may be payable with respect to any transfer involved in the issuance and delivery of such certificate or has established to the satisfaction of the Corporation that such tax has been paid. If so required by the Corporation or the Transfer Agent, any certificate for shares of existing Common Stock surrendered in connection with the Reclassification shall be accompanied by instruments of transfer, in form satisfactory to the Corporation or the Transfer Agent, duly executed by the holder of such shares or the duly authorized representative of such holder, together with funds for the payment of any transfer tax required as set forth above. As promptly as practicable following the surrender of a certificate representing shares of existing Common Stock in the foregoing manner, any required instruments of transfer and the payment in cash of any amount for the payment of any transfer tax, the Corporation shall issue and deliver or cause to be issued and delivered to such holder or such holder's nominee or nominees, a certificate or certificates representing the number of shares of either Class A Common Stock or Class B Common Stock, as applicable, issued upon the Reclassification to which such holder is entitled, in such name or names as such holder may direct.

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

12/16/16

Effective date if applicable: _____

12/26/16

(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

12/16/16

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)

Xiangming Cheng

(Typed or printed name of person signing)

President

(Title of person signing)