

P14000032389

Florida Department of State
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Certificate of Status	0
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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

SOUTHDANZ INC. [Document Number: P14000032389]

Pursuant to Section 607.1006 of the
Florida Statutes

1. The name of the corporation is SOUTHDANZ INC. (the "Corporation").
2. The date of filing of the Articles of Incorporation of the Corporation was April 10, 2014.
3. Pursuant to Section 607.1006 of the Florida Statutes, the following amendments were duly adopted by the shareholders and Board of Directors of the Corporation effective as of July 19, 2018.
 - (a) increase the number of authorized shares of the Corporation from Two Hundred (200) common shares to Three Hundred Thousand (300,000) common shares without par value, of which Fifty Thousand (50,000) shall be Class A Voting Common shares without par value and Two Hundred Fifty Thousand (250,000) shall be Class B Non-Voting Common shares without par value; and
 - (b) convert each Common share of the Corporation issued and outstanding on the date hereof to ten (10) Voting Common shares of the Corporation without par value and convert each Common share of the Corporation authorized and unissued on the date hereof to ten (10) Voting Common shares of the Corporation without par value; and
 - (c) convert each Common share of the Corporation issued and outstanding on the date hereof to one thousand (1,000) Nonvoting Common shares of the Corporation without par value and convert each Common share of the Corporation authorized and unissued on the

date hereof to one thousand (1,000) Nonvoting Common shares of the Corporation without par value.

4. To effect such amendment, the Article IV of the Articles of Incorporation is hereby amended to read in its entirety as follows:

"Article IV Shares: The number of shares of stock is: Three Hundred Thousand (300,000) common shares without par value, of which Fifty Thousand (50,000) shares shall be Class A Voting Common shares without par value and Two Hundred Fifty Thousand (250,000) shares shall be Class B Non-Voting Common shares without par value.

The powers, preferences, rights, qualification, limitations and restrictions of the Class A Voting Common shares and the Class B Non-Voting Common shares are as follows:

(a) Generally. Except as herein otherwise expressly provided, all Class A Voting Common shares and all Class B Non-Voting Common shares shall be identical and shall entitle the holders thereof to the same rights and privileges.

(b) Voting Rights. Except as otherwise provided by law:

(i) The entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the Class A Voting Common shares, and the holders of the Class B Non-Voting Common shares shall not be entitled to vote at any meeting of shareholders or otherwise or to receive notice of any meeting of shareholders. Each Class A Voting Common share of the corporation shall be entitled to one vote.

(ii) The Class B Non-Voting Common shares shall not be included in determining the number of shares voting or entitled to vote on any matters to be voted on by the shareholders of the corporation.

(c) Dividend Rights. When and as dividends are declared thereon, whether payable in cash, in property or in securities of the corporation, the holders of the Class A Voting Common shares and the Class B Non-Voting Common shares shall be entitled to share equally, share for share, in such dividends, except that if dividends are declared which are payable in Class A Voting Common shares or Class B Non-Voting Common shares, dividends shall be declared which are payable at the same rate on each class of shares and the dividends payable in Class A Voting Common shares shall be payable to holders of that class of shares and the dividends payable in Class B Non-Voting Common shares shall be payable to holders of that class of shares. If the corporation shall in any manner subdivide or combine the outstanding shares of one class of common

shares, the outstanding shares of the other class of common shares shall be proportionately subdivided or combined.

Simultaneously with the filing of these Articles of Amendment (the "Effective Date") each Common share of the Corporation issued and outstanding immediately prior to the Effective Date shall be automatically, and without any action on the part of the Corporation, converted into Ten (10) issued and outstanding Class A Voting Common shares of the Corporation without par value.

On the Effective Date, each Common share of the Corporation issued and outstanding immediately prior to the Effective Date shall be automatically, and without any action on the part of the Corporation, converted into One Thousand (1,000) issued and outstanding Class B Non-Voting Common shares of the Corporation without par value."

5. The Plan of Reorganization for the Corporation is attached hereto as Exhibit A.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment
as of July, 19, 2018.

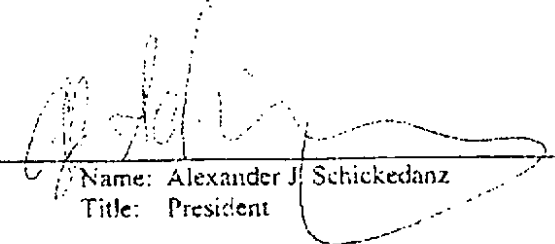

Name: Alexander J. Schickedanz
Title: President

Exhibit A

PLAN OF RECAPITALIZATION

THIS PLAN OF RECAPITALIZATION (the "Plan") is made and entered into effective July 19, 2018 (the "Effective Date"), by and between Southdanz Inc., a Florida corporation (the "Corporation") and Alexander J. Schickedanz, Helena S. Townsend, and Gerhard H. Schickedanz (the "Shareholders") of the Corporation.

WITNESSETH:

WHEREAS, the Corporation is duly organized and existing under the laws of the State of Florida and was incorporated on April 10, 2014.

WHEREAS, the Corporation has the authorized and issued and outstanding capital structure set forth below:

Authorized Stock	Issued and Outstanding Stock
200 Shares	116.7 Shares

WHEREAS, the Board of Directors and the Shareholders of the Corporation have determined it is in the best interests of the Corporation and its Shareholders to recapitalize the Corporation pursuant to this Plan, and pursuant to the applicable provisions of the laws of the State of Florida and in compliance with the applicable provisions of the Internal Revenue Code of 1986, as amended.

NOW THEREFORE, in consideration of the premises and of the mutual promises, agreements, covenants and grants hereinafter contained, the parties hereby agree as follows:

ARTICLE I - Recapitalization

1. On the "Effective Date" (as defined in Article IV) the presently issued and outstanding Common shares of the Corporation shall be changed into Class A Voting Common shares and Class B Non-Voting Common shares of the Corporation without par value in accordance with Article III hereof.

ARTICLE II – Articles of Incorporation

2. The Articles of Incorporation of the Corporation, as in effect on the date hereof, shall on and after the Effective Date be amended in accordance with the Articles of Amendment to the Articles of Incorporation.

ARTICLE III – Manner of Converting Shares

3. (i) The 116.7 presently issued and outstanding Common shares of the Corporation, shall be changed into 1,167 issued and outstanding Class A Voting Common shares of the Corporation without par value, at the rate of ten (10) shares for each presently issued and outstanding common share.

(ii) The 83.3 presently authorized and unissued Common shares of the Corporation, shall be changed into 833 authorized and unissued shares Class A Voting Common shares of the Corporation without par value, at the rate of ten (10) shares for each presently authorized and unissued common share.

(iii) The 116.7 presently issued and outstanding Common shares of the Corporation, shall be changed into 116,700 issued and outstanding Class B Non-Voting Common shares of the Corporation without par value, at the rate of one thousand (1,000) shares for each presently issued and outstanding common share.

(iv) The 83.3 presently authorized and unissued Common shares of the Corporation, shall be changed into 83,300 authorized and unissued shares Class B Non-Voting Common shares of the Corporation without par value, at the rate of one thousand (1,000) shares for each presently authorized and unissued common share.

ARTICLE IV – Approval and Effective Date

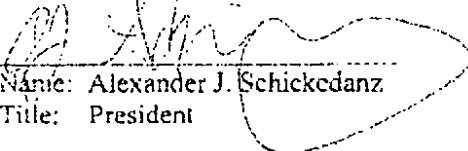
4. (a) Upon execution by the Shareholders of the Corporation as provided by the laws of the State of Florida and its Articles of Incorporation, this Plan shall be deemed approved.

(b) This Plan shall become effective upon the filing of the Articles of Amendment to the Articles of Incorporation with the Department of State of the State of Florida.

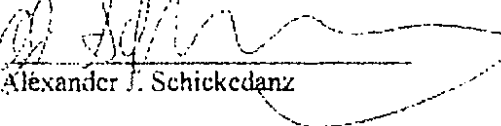
[SIGNATURE PAGE TO FOLLOW]

IN WITNESS WHEREOF, the undersigned have executed this Plan of Recapitalization
as of the day and year first above written.

Southdanz Inc. /


Name: Alexander J. Schickedanz
Title: President

Shareholders:


Alexander J. Schickedanz

Helena S. Townsend

Gerhard H. Schickedanz

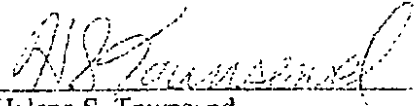
IN WITNESS WHEREOF, the undersigned have executed this Plan of Recapitalization
as of the day and year first above written.

Southdanz Inc.

Name: Alexander J. Schickedanz
Title: President

Shareholders:

Alexander J. Schickedanz



Helena S. Townsend

Gerhard H. Schickedanz

IN WITNESS WHEREOF, the undersigned have executed this Plan of Recapitalization
us of the day and year first above written.

Southdanz Inc.

Name:	Alexander J. Schickedanz
Title:	President

Shareholders:

Alexander J. Schickedanz

Helena S. Townsend

Gerhard H. Schickedanz