

P 15000030520

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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S. TALLENT

APR 26 2018

Amend

FILED
18 APR 25 PM 3:59
703-111-0000

KATZ TELLER

Amy E. Brown • Phone: (513) 977-3486 • Fax: (513) 762-0086 • abrown@katzteller.com

April 24, 2018

VIA FEDERAL EXPRESS

Florida Secretary of State
Registration Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: ZYK Holdings, Inc.

Dear Ladies & Gentlemen:

Enclosed for filing, in duplicate, are the Articles of Amendment along with our firm's check in the amount of \$35.00 to cover the requisite filing fee. Upon filing, kindly return evidence to my attention.

Should you have any questions, please contact me.

Sincerely,



Amy E. Brown
Corporate Paralegal

Enclosures

4842-0635-7854, v. 1

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: ZYK Holdings, Inc.

DOCUMENT NUMBER: P15000030520

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

Please return all correspondence concerning this matter to the following:

Amy Brown
Name of Contact Person
Katz Teller
Firm/ Company
255 E Fifth St Ste 2400
Address
Cincinnati OH 45202
City/ State and Zip Code

abrown@katzteller.com ✓
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Amy Brown at (513) 977-3486
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
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

ZYK Holdings, Inc.

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

P15000030520

(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: _____, 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 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	_____	_____	_____

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

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

See Exhibit A attached hereto.

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)

See Exhibit A attached hereto.

EXHIBIT A

ATTACHMENT TO ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION

ZYK HOLDINGS, INC.

E. Article IV: The authorized number of shares of the corporation is One Thousand (1,000) common shares, without par value, of which One Hundred (100) shares shall be designated "Class A — Voting Shares" and Nine Hundred (900) shares shall be designated "Class B — Nonvoting Shares". The relative rights, privileges, and limitations of the Class B — Nonvoting Shares and the Class A — Voting Shares shall be identical in all respects, share for share, except that the voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the Class A — Voting Shares, and the holders of the Class B — Nonvoting Shares shall not have any voting power or be entitled to receive any notice of meetings of shareholders.

F. Effective upon the filing of this Amendment, the Corporation: (i) reclassifies its existing common shares into Class A Voting Shares and Class B Nonvoting Shares, so that for every share outstanding before such filing, effective upon such filing each shareholder shall receive ten percent (10%) Class A Voting Shares and ninety percent (90%) Class B Nonvoting Shares.

11/1/16

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 _____

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)

Ziad Y. Khoury

(Typed or printed name of person signing)

Chief Executive Officer

(Title of person signing)