

P160000 10444

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

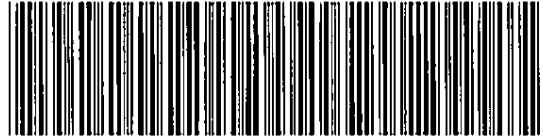
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

AP

RICHARDSON, PLOWDEN & ROBINSON, P. A.
1900 BARNWELL STREET (29201)
POST OFFICE DRAWER 7788 (29202)
COLUMBIA, SOUTH CAROLINA

TELEPHONE NO. (803) 771-4400

FAX NO. (803) 779-0016

DATED:

3/24/2023

TO:

Florida Department of State, Amendment Section, Division of Corporations

RE:

Florida Special Purpose Company, Inc. - P16000010444

ENCLOSURE(S):

Articles of Amendment to Articles of Incorporation
Check + return Fed X Envelope

FORWARDED WITHOUT COVER LETTER

- () With compliment
- () As you requested
- () Please telephone me about this
- () For your review and comments
- () May be of interest to you
- () For your files
- () For your approval
- () Please let me have your comments
- () For your signature
- () Need not be returned
- () Please return
- () As discussed
- () Other - see below

Attached is Articles of Amendment to Articles of Incorporation
for Florida Special Purpose Company, Inc. to be filed in your
office. I have also enclosed a check payable to Florida Department
of State for \$43.75 + a return Federal Express envelope to return a filed
Certified Copy of said Articles of Amendment back to me

Pam Lawrence

Pamela E. Lawrence (803) 576-3731
plawrence@richardsonplowden.com

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Florida Special Purpose Company, Inc.

DOCUMENT NUMBER: P16000010444

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

Please return all correspondence concerning this matter to the following:

Paul S. Gravenhorst

Name of Contact Person

Florida Special Purpose Company, Inc.

Firm/ Company

1893 Thatch Palm Drive

Address

Boca Raton, Florida 33432

City/ State and Zip Code

pgravenhorst@promri.com

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

For further information concerning this matter, please call:

Paul S. Gravenhorst

at (561) 289-3769

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:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☒ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Articles of Amendment
to
Articles of Incorporation
of

Florida Special Purpose Company, Inc.

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

PI6000010444

(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

Check if applicable

☐ The amendment(s) is/are being filed pursuant to s. 607.0120 (11) (e), F.S.

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:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
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)

ARTICLE III PURPOSE, SECTION 3.3 is amended to read as follows:

The Corporation is prohibited in engaging in any dissolution, liquidation, consolidation, merger or sale of assets and from causing the Company to do any of the foregoing, both for as long as that certain loan in the original principal sum of \$2,000,000.00 currently held by Innovative Capital Advisors, LLC (the "Lender") is outstanding.

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: _____, if other than the date this document was signed.

Effective date if applicable: March 30, 2023
(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 incorporators, or board of directors without shareholder action and shareholder action was not required.
- ☒ 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)

Dated March 8, 2023
Signature [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)

Paul S. Gravenhorst

(Typed or printed name of person signing)

President