

Division of Corporations

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Florida Department of State
Division of Corporations
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COR AMND/RESTATE/CORRECT OR O/D RESIGN
POSITIVE BEHAVIOR SUPPORTS HOLDING CORPORATION

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| Page Count | 03 |
| Estimated Charge | \$43.75 |

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**ARTICLES OF AMENDMENT OF
ARTICLES OF INCORPORATION OF
POSITIVE BEHAVIOR SUPPORTS HOLDING CORPORATION**

Positive Behavior Supports Holding Corporation, a Florida corporation (the "Corporation"), pursuant to the provisions of Section 607.1006, of the Florida Statutes, hereby adopts the following Articles of Amendment of its Articles of Incorporation.

ARTICLE ONE

The name of the Corporation is Positive Behavior Supports Holding Corporation.

ARTICLE TWO

The following amendment to the Articles of Incorporation was adopted by the sole shareholder of the Corporation on November 5, 2021.

Article Four is amended to read as follows:

"Article IV

The aggregate number of shares which the Corporation shall have authority to issue is Twenty Thousand (20,000) shares of Common Stock of no par value each, of which Two Hundred (200) shares shall have voting rights of one vote per share ("*voting common stock*") and Nineteen Thousand Eight Hundred (19,800) shares shall have no voting rights ("*nonvoting common stock*"). The Corporation's voting common stock shall be Class A stock and the Corporation's nonvoting common stock shall be Class B stock. All shares of Class A stock and Class B stock of the Corporation shall be common stock of the Corporation and, except for the voting rights described above shall have identical rights for all purposes."

ARTICLE THREE

The number of shares of common stock of the Corporation outstanding at the time of such adoption was 1,000. The number of shares entitled to vote thereon was 1,000.

ARTICLE FOUR

The number of shares voted for such amendment was 1,000; and the number of shares not voting for such amendment was zero.

ARTICLE FIVE

The 1,000 shares of issued and outstanding Common Stock, no par value, issued at the time of the adoption of this amendment are to be exchanged for 100 shares of the Corporation's newly authorized Class A Common Stock of no par value per share, and 9,900 shares of the

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Corporation's newly authorized Class B Common Stock of no par value per share. Pursuant to these Articles of Amendment each shareholder of the Corporation shall receive one share of Class A Common Stock and 99 shares of Class B Common Stock for every share of the Corporation's Common Stock registered in his name upon the effective date of these Articles of Amendment.

ARTICLE SIX

The amendment and the exchange of shares effected thereby does not effect a change in the amount of stated capital of the Corporation in that there is \$1,000 of stated capital attributable to the 1,000 shares of Common Stock issued at the time of the adoption of this amendment and as a result of the exchange set forth in Article Five, there will be a total of \$1,000 of stated capital attributable to the 100 shares of issued Class A Common Stock of no par value per share, and 9,900 shares of issued Class B Common Stock of no par value per share.

IN WITNESS WHEREOF, these Articles of Amendment have been executed by the undersigned officer of the Corporation as of the 5 day of November, 2021.

POSITIVE BEHAVIOR SUPPORTS HOLDING
CORPORATION

By: Michael E. Nolan
Michael E. Nolan, its President

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