

Pile 00000337M

(Requestor's Name)

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(City/State/Zip/Phone #)

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PICK-UP

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MAIL

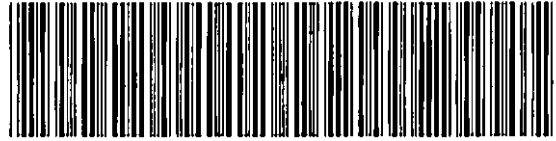
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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R. WHITE
AUG 02 2018

RECEIVED
18 AUG - 1 PM 4:29
STATE OF FLORIDA
DEPT. OF REVENUE

FILED
18 AUG - 1 AM 7:09
STATE OF FLORIDA
TALLAHASSEE

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195
REFERENCE : 329407 86218A
AUTHORIZATION : 
COST LIMIT : \$35.00

ORDER DATE : August 1, 2018
ORDER TIME : 3:47 PM
ORDER NO. : 329407-005
CUSTOMER NO: 86218A

DOMESTIC AMENDMENT FILING

NAME: VJC HOLDINGS, CORP.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Emily Croft -- EXT# 62925

EXAMINER'S INITIALS: _____

FILED

19 AUG -1 AM 7:09

STATE OF FLORIDA
CERTIFICATE OF AMENDMENT
OF ARTICLES OF INCORPORATION

This corporation, organized and existing under and by virtue of the Florida Business Corporations Act, does hereby certify:

FIRST: That at a meeting of the Board of Directors of **VJC HOLDINGS, CORP.**, resolutions were duly adopted setting forth a proposed amendment of the Articles of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

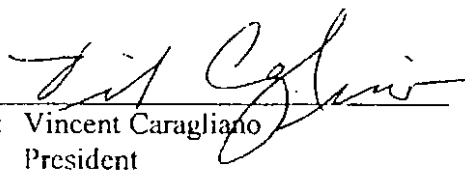
RESOLVED, that the Articles of Incorporation of this corporation be amended by changing Article 4 so that, as amended, said Section shall be and read as follows:

The corporation is authorized to issue One Thousand (1,000) shares of stock, of which Fifty (50) shares shall be classified as Series A Voting Common Stock, and Nine Hundred Fifty (950) shares shall be classified as Series B Non-Voting Common Stock. Each Series A Voting Common Stockholder may cast one (1) vote for each share of Series A Voting Common Stock held by that Common Stockholder. The Series B Non-Voting Common Stockholders shall not have the right to vote any shares of Series B Non-Voting Common Stock.

SECOND: That thereafter, pursuant to a resolution of the Corporation's Board of Directors, a special meeting of the stockholders of said corporation was duly called upon notice, and each stockholder thereupon signed and delivered a written consent in lieu of a meeting in favor of this amendment.

THIRD: That said amendment was duly adopted in accordance with the applicable provisions of the Florida Business Corporations Act.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed this 24th day of July, 2018.

By: 
Name: Vincent Caragliano
Title: President

**PLAN OF RECAPITALIZATION OF
VJC HOLDINGS, CORP.**

All of the stockholders and members of the Board of Directors of VJC HOLDINGS, CORP. (the "Corporation"), a Florida corporation, have approved and adopted the following Plan of Recapitalization (the "Plan") effective as of this 24th day of July, 2018. The terms and conditions of the Plan are as follows:

**ARTICLE I
CHANGES IN NUMBER OF SHARES AND
CLASSIFICATION OF AUTHORIZED STOCK**

The Corporation is currently authorized to issue One Hundred (100) shares of a single class of common stock (collectively, "Total Authorized Capital Stock"). Pursuant to this Plan, the Total Authorized Capital Stock shall be increased to One Thousand shares, of which Fifty (50) shares shall be classified as Series A Voting Common Stock, and Nine Hundred Fifty (950) shares shall be classified as Series B Non-Voting Common Stock. The preferences applicable to such shares are that each Series A Voting Common Stockholder may cast one (1) vote for each share of Series A Voting Common Stock held by that Common Stockholder; and the Series B Non-Voting Common Stockholders shall not have the right to vote any shares of Series B Non-Voting Common Stock.

**ARTICLE II
APPROVALS AND EFFECTIVE DATE**

The changes in the Corporation's authorized capital stock, as set forth herein, were authorized by duly adopted resolutions of the stockholders and directors of the Corporation, dated of even date herewith, and shall be effectuated on the date (the "Effective Date") of the filing of a duly executed Certificate of Amendment of the Certificate of Incorporation of the Corporation.

**ARTICLE III
CONVERSION OF SHARES**

On the Effective Date, each share of Common Stock which the Corporation had the authority to issue immediately prior to the Effective Date, whether issued or unissued, shall be converted into and shall become (i) one-half ($\frac{1}{2}$) share of Series A Voting Common Stock; and (ii) Nine one-half ($9\frac{1}{2}$) shares of Series B Non-Voting Common Stock.

As of the Effective Date, each certificate representing one or more shares of Common Stock of the Corporation issued and outstanding immediately prior to the Effective Date shall thereafter be null and void, and shall be cancelled upon the books and records of the Corporation as of the Effective Date. The Corporation shall issue to each stockholder of record, as soon as practicable after the Effective Date, to replace each share certificate issued and outstanding immediately prior to the Effective Date, a certificate representing the shares of stock to be received by such stockholder in the conversion described in this Article III.

**ARTICLE IV
STATED CAPITAL.**

The aggregate amount of the stated capital of the Corporation as represented by its outstanding stock, of all classes and series, immediately after the Effective Date shall be the same as the aggregate amount of the stated capital of the Corporation represented by its outstanding stock, of all classes and series, immediately prior to the Effective Date.