

P17000042314

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2021 APR 30 PM 9:22
SECRETARY OF STATE
SITTING ROOM

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: RT FL GIFT CARDS, INC.

DOCUMENT NUMBER: P17000042314

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

Please return all correspondence concerning this matter to the following:

ANTONIA SCHOLZ
Name of Contact Person
CHENG COHEN LLC
Firm/ Company
363 W ERIE ST. SUITE 500
Address
CHICAGO, IL 60654
City/ State and Zip Code
CORPORATE@CHENGCOHEN.COM
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

ANTONIA SCHOLZ at (312) 243-1701
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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Articles of Amendment
to
Articles of Incorporation
of

FILED
2021 APR 30 PM 9:22
SECRETARY OF STATE

RT FL GIFT CARDS, INC.

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

P17000042314

(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)

216 EAST CHURCH AVENUE

MARYVILLE, TENNESSEE 37804

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

216 EAST CHURCH AVENUE

MARYVILLE, TENNESSEE 37804

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: _____, 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:

X Change PT John Doe

X Remove V Mike Jones

X Add SV Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <u> </u> Change	<u>P</u>	<u>AZIZ HASHIM</u>	<u>4170 Ashford Dunwoody Rd</u>
<u> </u> Add			<u>SUITE 390</u>
<u>X</u> Remove			<u>ATLANTA, GA 30319</u>
2) <u> </u> Change	<u>S</u>	<u>AZIZ HASHIM</u>	<u>4170 Ashford Dunwoody Rd</u>
<u> </u> Add			<u>SUITE 390</u>
<u>X</u> Remove			<u>ATLANTA, GA 30319</u>
3) <u>X</u> Change	<u>CEO</u>	<u>SHAWN LEDERMAN</u>	<u>216 EAST CHURCH AVENUE</u>
<u> </u> Add			<u>MARYVILLE, TN 37804</u>
<u> </u> Remove			
4) <u>X</u> Change	<u>CSFO</u>	<u>STEPHANIE MEDLEY</u>	<u>216 EAST CHURCH AVENUE</u>
<u> </u> Add			<u>MARYVILLE, TN 37804</u>
<u> </u> Remove			
5) <u> </u> Change			
<u> </u> Add			
<u> </u> Remove			
6) <u> </u> Change			
<u> </u> Add			
<u> </u> Remove			

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

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

Article III of the Articles of Incorporation is deleted and replaced with the following:

The purpose of the Corporation is to provide gift card services to Ruby Tuesday Operations, LLC (and its successors and assigns) and its and their subsidiaries, affiliates, and franchisees, including (i) isolating and tracking the costs and performance of any gift card program(s); (ii) providing flexibility to independently enhance the program(s); and (iii) determining which functions should be performed by the Corporation and which should be outsourced to a third-party.

In furtherance of the foregoing, the Corporation may engage in any lawful act, activity or business for which corporations may be organized under the FBCA.

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: _____
(no more than 90 days after amendment file date)

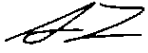
Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 April 29, 2021 _____

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)

SHAWN LEDERMAN

(Typed or printed name of person signing)

DIRECTOR, CEO

(Title of person signing)