

P17 000089353

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COR AMND/RESTATE/CORRECT OR O/D RESIGN
BCB HOMES HOLDINGS, INC.

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BCB HOMES HOLDINGS, INC.**

Pursuant to the provisions of Sections 607.1006 and 607.10025, Florida Statutes, BCB Homes Holdings, Inc., a Florida corporation (the "Corporation"), does hereby adopt the following Article of Amendment (these "Articles of Amendment") to its Articles of Incorporation:

1. The name of the Corporation is BCB Homes Holdings, Inc. The Document Number of the Corporation issued by the Florida Department of State is P17000089353.

2. These Articles of Amendment have been adopted and approved in connection with share division pursuant to Section 607.10025, Florida Statutes. The resolutions approving the division of shares and these Articles of Amendment were duly adopted and approved by the Board of Directors of the Corporation on January 9, 2023. The Board of Directors recommended approval of the share division and these Articles of Amendment to the Shareholders of the Corporation.

3. The division of shares and these Articles of Amendment were voted upon or approved by written consent and duly adopted, ratified and approved by all of the Shareholders of the Corporation on January 9, 2023. The number of votes cast or written consents delivered for the amendments under these Articles of Amendment by the Shareholders of the Corporation in a manner required by Chapter 607, Florida Statutes, and by the Articles of Incorporation of the Corporation was sufficient for approval.

4. The amendment to the Articles of Incorporation hereunder does not adversely affect the rights or preferences of the holders of outstanding shares of any class or series and does not result in the percentage of authorized shares that remain unissued after the division exceeding the percentage of authorized shares that were unissued before the division.

5. The amendment adopted hereunder is that upon the Effective Date (as hereafter defined) the text of Article "THIRD" of the Articles of Incorporation of the Corporation shall be deleted in its entirety and replaced with the following:

"THIRD: The maximum number of shares of capital stock which this Corporation shall have authority to issue is Nine Hundred Ninety Nine Thousand Nine Hundred (999,900), consisting of (i) One Hundred Eighteen Thousand Three Hundred (118,300) shares of Series A Voting Common Stock having a par value of \$0.01 per share (the "Series A Voting Common Stock") and (ii) Eight Hundred Eighty One Thousand Six Hundred (881,600) shares of Series B Non-Voting Common Stock having a par value of \$0.01 per share (the "Series B Non-Voting Common Stock"). The Series A Voting Common Stock and the Series B Non-Voting Common Stock are hereinafter referred to collectively as the "Common Stock." The terms, rights

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and limitations of the authorized Common Stock of the Corporation are as follows:

(a) Common Stock - General Provisions. Each share of Common Stock shall be equal to every other share of Common Stock except solely with respect to voting rights as provided herein or as otherwise required by applicable law.

All shares of Common Stock authorized hereby shall not be subject to preemptive rights. The holders of shares of Common Stock now or hereafter outstanding shall have no preemptive right to acquire proportional amounts of the Corporation's unissued shares and treasury shares upon the decision of the Board of Directors to issue them.

The holders of shares of Common Stock shall together be entitled to such dividends and other distributions in cash, stock or property of the Corporation as may be declared thereon by the Board of Directors from time to time out of funds or assets of the Corporation legally available therefor; provided, however, that in no event may the rate of any dividend or distribution payable on outstanding shares of any series of Common Stock be greater than the dividend or distribution rate payable on outstanding shares of the other series of Common Stock.

In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of shares of Common Stock shall together be entitled to receive all of the net assets of the Corporation available for distribution ratably in proportion to the number of shares of Common Stock held by them.

(b) Common Stock - Voting Rights. The shares of Common Stock shall have the following rights with respect to voting

(i) Series A Voting Common Stock. Each share of Series A Voting Common Stock shall entitle the holder thereof to one (1) vote on all matters which the Shareholders of the Corporation have the right to vote or approve. Except as otherwise required by applicable law, the holders of shares of Series A Voting Common Stock shall together (1) have unlimited voting rights and (2) vote as one series on all matters presented to the Shareholders of the Corporation for their vote or approval.

(ii) Series B Non-Voting Common Stock. Each share of Series B Non-Voting Common Stock shall carry no right to vote for the election of Directors of the Corporation and no right to vote on any and all other matters presented to the Shareholders of the Corporation for their vote or approval, except as otherwise required by applicable law."

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6. The increase, division and reclassification of common stock under these Articles of Amendment shall be implemented by: (a) effecting a one hundred (100) for one (1) forward stock split on the Effective Date such that each one (1) share of common stock issued and outstanding immediately prior to the Effective Date shall, automatically and without any action on the part of the respective holders thereof, be divided, reclassified and converted into one hundred (100) shares of Series A Voting Common Stock having a par value of \$0.01 per share; and (b) newly authorizing on the Effective Date Eight Hundred Eighty One Thousand Six Hundred (881,600) shares of Series B Non-Voting Common Stock having a par value of \$0.01 per share.

7. In all other respects the Articles of Incorporation of the Corporation shall remain as they were prior to the Effective Date.

8. These Articles of Amendment shall become effective on January 9, 2023 ("Effective Date") in accordance with the applicable provisions of the Florida Statutes.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Amendment as of the 9th day of January, 2023.

BCB HOMES HOLDINGS, INC.

By:

Gregory A. Blisson, Director and Vice President

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