

P18 000032791

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Amend

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**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Woerner Realty, Inc.

DOCUMENT NUMBER: P18000032791

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

Please return all correspondence concerning this matter to the following:

Shirley M. Justice

\_\_\_\_\_  
Name of Contact Person

Sirote & Permutt, P.C.

\_\_\_\_\_  
Firm/ Company

Post Office Drawer 2025

\_\_\_\_\_  
Address

Mobile, Alabama 36652

\_\_\_\_\_  
City/ State and Zip Code

sjsutice@sirote.com

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

For further information concerning this matter, please call:

Shirley M. Justice

\_\_\_\_\_  
Name of Contact Person

at ( 251 ) 434-0108

\_\_\_\_\_  
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

Woerner Realty, Inc.

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

P18000032791

(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

(City)

Florida

(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) (c), 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

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	N/A	_____
<input type="checkbox"/> Add	_____		_____
<input type="checkbox"/> Remove	_____		_____
2) <input type="checkbox"/> Change	_____	N/A	_____
<input type="checkbox"/> Add	_____		_____
<input type="checkbox"/> Remove	_____		_____
3 ) <input type="checkbox"/> Change	_____	N/A	_____
<input type="checkbox"/> Add	_____		_____
<input type="checkbox"/> Remove	_____		_____
4) <input type="checkbox"/> Change	_____	N/A	_____
<input type="checkbox"/> Add	_____		_____
<input type="checkbox"/> Remove	_____		_____
5) <input type="checkbox"/> Change	_____	N/A	_____
<input type="checkbox"/> Add	_____		_____
<input type="checkbox"/> Remove	_____		_____
6) <input type="checkbox"/> Change	_____	N/A	_____
<input type="checkbox"/> Add	_____		_____
<input type="checkbox"/> Remove	_____		_____

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

[illegible]

(if not applicable, indicate N/A)

[illegible]

## WOERNER REALTY, INC.

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Pursuant to the authority of §607.1003 and §607.1006 of the Florida Business Corporation Act, the undersigned corporation, **Woerner Realty, Inc.** (the "Corporation"), hereby adopts and files the following Articles of Amendment to its Articles of Incorporation:

1. ARTICLE ONE: The name of the Corporation is presently "Woerner Realty, Inc.
2. ARTICLE TWO: Article IV of the Articles of Incorporation (titled "Capital Stock") shall be deleted in its entirety and the following shall be substituted in lieu thereof:

### "ARTICLE IV – AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have authority to issue shall be Ten Thousand (10,000), of which One Thousand (1,000) shall be Class A Voting Common shares of the par value of one cent (\$0.01) per share and Nine Thousand (9,000) shall be Class B Non-Voting Common shares of the par value one cent (\$0.01) per share, constituting a total authorized capital of One Hundred and No/100 Dollars (\$100.00).

The designations and powers, preferences and rights, and the qualifications, limitations or restrictions of the authorized shares are as follows:

(1) Voting Rights. The holders of the Class A Voting Common shares of the Corporation issued and outstanding, except as otherwise provided by law, shall have and possess the exclusive right to notice of shareholders' meetings and the exclusive voting rights and powers. The holders of the Class B Non-Voting Common shares, shall not be entitled to any notice of shareholders' meetings or to vote upon the election of Directors or upon any question affecting the management or affairs of the Corporation except where such notice or vote is required by the Florida Business Corporation Act for non-voting shares.

(2) Dividends. The holders of the Class A Voting Common shares and Class B Non-Voting Common shares shall be entitled to such dividends as the Board of Directors may declare, payable at such times as the Board of Directors may determine, without preference or priority of one class of shares over the other, in proportion to their respective holdings of such shares.

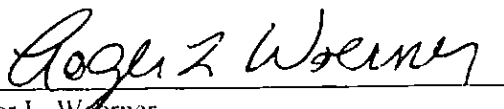
(3) Liquidation. In the event of any liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntarily or involuntarily, the assets and funds of the Corporation shall be divided among and paid to the holders of the Class A Voting Common shares and Class B Non-Voting Common shares, without preference or priority of one class of shares over the other, in proportion to their respective holdings of such shares."

3. ARTICLE THREE: The plan for implementing the exchange, reclassification and cancellation of issued shares in connection with the foregoing amendment is contained within the attached Plan and Agreement of Recapitalization.

4. ARTICLE FOUR: The foregoing amendment to the Articles of Incorporation of the Corporation was adopted by the unanimous written consent of the sole shareholder of the Corporation as of and effective the \_\_\_\_ day of December, 2020. The number of votes cast for the foregoing amendment by such sole shareholder of the Corporation was sufficient for approval of such amendment.

**IN WITNESS WHEREOF**, these Articles of Amendment have been executed by the undersigned as of the 15<sup>th</sup> day of December, 2020.

**WOERNER REALTY, INC.**

By:   
Roger L. Woerner  
Its: President

## PLAN AND AGREEMENT OF RECAPITALIZATION

THIS PLAN AND AGREEMENT OF RECAPITALIZATION (the "Plan and Agreement") is dated the 15<sup>th</sup> day of December, 2020, by and among **Woerner Realty, Inc.**, an Alabama business corporation (the "Corporation"), and **Roger L. Woerner**, being the sole shareholder of the Corporation (hereinafter referred to as the "Shareholder"), as follows:

### WITNESSETH:

WHEREAS, this Plan of Recapitalization (the "Plan") has been approved by the Board of Directors and by the Shareholder by unanimous written consent resolutions signed on behalf of each and all shareholders, representing all voting and non-voting classes of shares, effective December 15, 2020; and

WHEREAS, as of the date hereof, the Corporation is authorized to issue Ten Thousand (10,000) shares of common stock, par value of \$0.01 per share of which Five Thousand (5,000) are Class A Voting Common Shares with a par value of one cent (\$0.01) per share (the "Original Class A Shares") and Five Thousand (5,000) are Class B Non-Voting Common Shares with a par value of one cent (\$0.01) per share (the "Original Class B Shares"); and

WHEREAS, pursuant to the Corporation's proposed Articles of Amendment to Articles of Incorporation, a copy of which is attached hereto as Exhibit A, the Corporation will continue to have the authority to issue Ten Thousand (10,000) shares; however, only One Thousand (1,000) of such shares shall be Class A Voting Common shares, par value of one cent (\$0.01) per share, and Nine Thousand (9,000) of such shares shall be Class B Non-Voting Common shares, par value of one cent (\$0.01) per share; and

WHEREAS, this Plan provides that on the Effective Date, 4,000 of the Corporation's Original Class A Shares will be exchanged for 4,000 Class B Non-Voting Common shares (the "Newly Authorized Class B Shares"), whereupon the said 4,000 Original Class A Shares surrendered shall be cancelled by the Corporation, all as hereinafter set forth; and

WHEREAS, the Board of Directors and the Shareholders of the Corporation believe the Plan described herein to be in the best interest of the Corporation;

NOW, THEREFORE, in consideration of the mutual covenants and provisions contained herein, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties agree as follows:

#### 1. Current Capitalization.

1.1 The total authorized capital of the Corporation is Ten Thousand (10,000) shares of common stock, par value of one cent (\$0.01) per share, with all of such shares, being Five Thousand (5,000) Class A Voting Common shares and Five Thousand (5,000) Class B Non-Voting Common shares are issued, fully paid and outstanding.

1.2 The outstanding Common shares of the Corporation are presently held as follows:



<u>Shareholder</u>	<u>Number of Class A Voting Common Shares</u>	<u>Number of Class B Non- Voting Common Shares</u>
Roger L. Woerner	5,000	5,000

2. **Proposed Plan of Recapitalization.**

2.1 Proposed Articles of Amendment to Articles of Incorporation authorize the following capital structure for the Corporation:

The aggregate number of shares which the Corporation shall have authority to issue shall be Ten Thousand (10,000), of which One Thousand (1,000) shall be Class A Voting Common shares of the par value of one cent (\$0.01) per share and Nine Thousand (9,000) shall be Class B Non-Voting Common shares of the par value one cent (\$0.01) per share, constituting a total authorized capital of One Hundred and No/100 Dollars (\$100.00).

The designations and powers, preferences and rights, and the qualifications, limitations or restrictions of the authorized shares are as follows:

(1) **Voting Rights.** The holders of the Class A Voting Common shares of the Corporation issued and outstanding, except as otherwise provided by law, shall have and possess the exclusive right to notice of shareholders' meetings and the exclusive voting rights and powers. The holders of the Class B Non-Voting Common shares, shall not be entitled to any notice of shareholders' meetings or to vote upon the election of Directors or upon any question affecting the management or affairs of the Corporation except where such notice or vote is required by the Florida Business Corporation Act for non-voting shares.

(2) **Dividends.** The holders of the Class A Voting Common shares and Class B Non-Voting Common shares shall be entitled to such dividends as the Board of Directors may declare, payable at such times as the Board of Directors may determine, without preference or priority of one class of shares over the other, in proportion to their respective holdings of such shares.

(3) **Liquidation.** In the event of any liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntarily or involuntarily, the assets and funds of the Corporation shall be divided among and paid to the holders of the Class A Voting Common shares and Class B Non-Voting Common shares, without preference or priority of one class of shares over the other, in proportion to their respective holdings of such shares.

2.2 The recapitalization of the Corporation will involve the exchange, reclassification, or cancellation of issued shares. The specific provisions for implementing the recapitalization requires that the sole shareholder shall surrender Four Thousand (4,000) of his Original Class A Shares in exchange for the following shares in the following class:

<u>Shareholder</u>	<u>Class B Non-Voting Common</u>
Roger L. Woerner	4,000

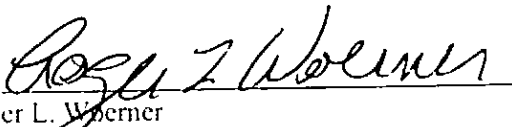
3. **Offer of Exchange.** The recapitalization of the Corporation will be consummated on the date of the filing of the Articles of Amendment of Articles to Incorporation with the Secretary of State of Florida and the Board of Directors will, in exchange for the surrender of original stock certificates for 4,000 of the presently issued and outstanding Class A Voting Common shares held by the sole Shareholder, issue to the Shareholder in exchange therefor, Newly Authorized Class B Shares as set forth hereinabove, following which the certificates representing the said 4,000 presently issued and outstanding Class A Voting Common shares will be cancelled. Following such recapitalization, exchange, surrender and issuance of shares, the shares of the Corporation, all which will be issued and outstanding, will be owned as follows:

<u>Shareholder</u>	<u>Class A Voting Common Shares</u>	<u>Class B Non-Voting Common Shares</u>
Roger L. Woerner	1,000	9,000

4. **Reorganization.** This Plan and Agreement is intended to qualify as a statutory recapitalization under Section 368(a)(1)(E) of the Internal Revenue Code of 1986, as amended.

IN WITNESS WHEREOF, the Corporation and its sole Shareholder, pursuant to the authority duly given by the Board of Directors, have caused this Plan and Agreement of Recapitalization to be executed on the 15<sup>th</sup> day of December, 2020.

Woerner Realty, Inc.

By:   
Roger L. Woerner  
Its: President

(CORPORATION)

  
Roger L. Woerner

(SOLE SHAREHOLDER)

The date of each amendment(s) adoption: 12/15/20, if other than the date this document was signed.

Effective date if applicable: 12/15/20  
(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 December 15, 2020

Signature Roger L. Woerner  
(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)

Roger L. Woerner  
(Typed or printed name of person signing)

President  
(Title of person signing)