

**P18000055285**

Florida Department of State  
Division of Corporations  
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COR AMND/RESTATE/CORRECT OR O/D RESIGN  
RBP MANAGEMENT PARTNERS INC.

Certificate of Status	0
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Page Count	08
Estimated Charge	\$43.75

OCT 31 2018  
S. YOUNG

Electronic Filing Menu

Corporate Filing Menu

Help

Articles of Amendment  
to  
Articles of Incorporation  
of

RBP MANAGEMENT PARTNERS INC.

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

P18000055285

(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:**

*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)

**C. Enter new mailing address, if applicable:**  
(Mailing address MAY BE A POST OFFICE BOX)

**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 \_\_\_\_\_

(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

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**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 PTD 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:**

☒ Change                      PT        John Doe

☐ Remove                      V        Mike Jones

☒ Add                      SV        Sally Smith

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

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

[illegible]

(if not applicable, indicate N/A)

[illegible]

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 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)

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated October 10, 2018

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)

Ralph Philosophie

\_\_\_\_\_  
(Typed or printed name of person signing)

President

\_\_\_\_\_  
(Title of person signing)

#### Article IV: Shares

RBP Management Partners Inc. (the "Corporation") shall have authority to issue a total of 2,000 shares of capital stock, par value of \$0.01 per share. Of the 2,000 shares, 1,500 shares shall be shares of common stock (the "Common Stock"), and 500 shares shall be shares of Series A special voting redeemable preferred stock (the "Preferred Stock").

A. All shares of Common Stock shall be entitled to share ratably in all distributions, redemptions, returns of capital and dividends by the Corporation, subject to Section IV.B.4 below. Each share of Common Stock shall entitle the registered holder thereof to one vote, and each such holder shall be entitled to notice of and to attend meetings of the stockholders of the Corporation, and, to the maximum extent permitted under the Florida Business Corporation Act, shall vote together as one class with the holders of the Preferred Stock.

#### B. Preferred Stock

1. Dividends. The holders of the Preferred Stock, in such capacity, shall not be entitled to any dividends whatsoever, subject to Section IV.B.4 below.

#### 2. Redemption

2.1 The Corporation may, upon giving notice as provided in Section IV.B.2.2 below, redeem at any time the whole or from time to time any portion of the then outstanding Preferred Stock on payment for each share to be redeemed of the amount of \$0.10 (the "Redemption Amount").

2.2 The Corporation shall, on or prior to the date specified for redemption of shares of Preferred Stock pursuant to this Section IV.B.2, deliver to each person who at the date of mailing or hand-delivery is a registered holder of shares of Preferred Stock to be redeemed a notice in writing of the intention of the Corporation to redeem such shares of Preferred Stock. Such notice shall be either (i) hand delivered, (ii) sent by overnight courier or mailed by letter, in each case postage prepaid, or (iii) sent by email, in each case addressed to each such stockholder at his email or physical address as it appears on the records of the Corporation or in the event of the address of any such stockholder not so appearing then to the last known address of such stockholder; provided, however, that accidental failure to give any such notice to one or more of such stockholders shall not affect the validity of such redemption. Such notice shall set out the number of shares of Preferred Stock to be redeemed, the aggregate Redemption Amount for such shares, and the date on which redemption is to take place.

2.3 On or after the date specified for redemption of shares of Preferred Stock pursuant to this Section IV.B.2, the Corporation shall pay or cause to be paid to or to the order of the registered holders of the shares of Preferred Stock to be redeemed their respective Redemption Amounts thereof on presentation and surrender of the certificates representing the shares of Preferred Stock called for redemption at the principal office of

the Corporation, or any other place or places designated in the notice of redemption. If a part only of the shares of Preferred Stock represented by any certificate be redeemed, a new certificate for the balance shall be issued at the expense of the Corporation. Except as otherwise provided herein, on and after the date specified for redemption in any such notice, the shares of Preferred Stock called for redemption shall cease to entitle the holders thereof to any distribution pursuant to Section IV.B.4 below or to exercise any of the rights of stockholders in respect thereof, unless payment of the Redemption Amount shall not be made upon presentation of certificates in accordance with the foregoing provisions, in which case the rights of the stockholders shall remain unaffected.

2.4 The Corporation shall have the right at any time after the mailing or hand delivery of notice of its intention to redeem any shares of Preferred Stock in accordance with Section IV.B.2 to deposit the aggregate Redemption Amounts for the shares so called for redemption or for such of the said shares represented by certificates as have not at the date of such deposit been surrendered by the holders thereof in connection with such redemption to a special account in a specified bank to be named in such notice of redemption, to be paid without interest to or to the order of the respective holders of such shares of Preferred Stock called for redemption upon presentation and surrender to such bank of the certificates representing the same. Upon such deposit being made or upon the date specified for redemption in such notice, whichever is the later, the shares of Preferred Stock in respect of which such deposit shall have been made shall be deemed to be redeemed and the rights of the holders thereof after such deposit or such redemption date, as the case may be, shall be limited to receiving without interest their proportionate part of the total Redemption Amounts so deposited against presentation and surrender of the said certificates held by them. Any interest allowed on any such deposit shall belong to the Corporation. Redemption moneys that are represented by a check which has not been presented to the Corporation's bankers for payment or that otherwise remain unclaimed (including moneys held on deposit to a special account as provided for above) for a period of one year from the date specified for redemption shall be deemed to have been forfeited to the Corporation, and the stockholders to whom such redemption moneys were payable shall have no further right to payment of such moneys or any claim against the Corporation in respect thereof.

2.5 If only a portion of the shares of Preferred Stock is at any time to be redeemed, the shares to be so redeemed shall be selected pro rata (disregarding fractions) from among the holders of record thereof as at the date specified for redemption, or in such other manner as the board of directors of the Corporation in its sole discretion may by resolution determine.

### 3. Redemption at the Option of the Holders of the Preferred Stock

3.1 Every registered holder of shares of Preferred Stock may, at his option and in the manner provided in Section IV.B.3.2 below, require the Corporation to redeem at any time all or part of the shares of Preferred Stock held by such holder upon payment for each share to be redeemed of the Redemption Amount.

3.2 The holder of shares of Preferred Stock to be redeemed pursuant to the provisions of Section IV.B.3.1 above shall surrender the certificate or certificates representing such shares of Preferred Stock at the principal office of the Corporation accompanied by a notice in writing signed by such holder requiring the Corporation to redeem all or a specified number of the shares of Preferred Stock represented thereby. As soon as is practicable following receipt of such notice, the Corporation shall pay or cause to be paid to or to the order of the registered holder of the shares of Preferred Stock to be redeemed the aggregate Redemption Amount. If a part only of the shares represented by any certificate are redeemed a new certificate for the balance shall be issued at the expense of the Corporation.

4. Liquidation, Dissolution & Winding-Up. In the event the dissolution, liquidation and/or winding-up of the Corporation, whether voluntary or involuntary, the holders of outstanding shares of Preferred Stock shall be entitled to receive for each share of Preferred Stock, before any distribution of any part of the assets of the Corporation among the holders of any other class of capital stock, the Redemption Amount and no more.

5. Voting Rights. The holders of the shares of Preferred Stock shall be entitled to receive notice of and to attend all meetings of the stockholders of the Corporation, and shall have 1,000 votes for each share of Preferred Stock held at all meetings of the stockholders of the Corporation (or written consent in lieu thereof). To the maximum extent permitted under the Florida Business Corporation Act, the holders of Preferred Stock and the holders of Common Stock shall vote as one class.

C. To the maximum extent permitted under Florida law, the number of authorized shares of any class of the Corporation's capital stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of shares of capital stock of the Corporation representing a majority of the votes represented by all outstanding shares of capital stock of the Corporation entitled to vote, irrespective of the provisions of Section 607.1004 of the Business Corporation Act of the State of Florida.

\* \* \*