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TALLAHASSEE, FLORIDA

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S. YOUNG

# CT Corp.

3458 Lakeshore Drive, Tallahassee, FL 32312  
850-656-4724

**Date:** 8/3/2018

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Name:	DMCC Performance 1 US, Inc.
Document #:	
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Thank you!

**ARTICLES OF AMENDMENT**  
**OF**  
**DMCC PERFORMANCE 1 US INC.**

The name of the Corporation is DMCC Performance 1 US Inc. (the "Corporation") (Document Number: P18000058850). Pursuant to the provisions of section 607.1006, Florida Statutes, the Corporation adopts the following amendment to its Articles of Incorporation.

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**ARTICLE VIII**  
**Share Powers**

The classes and maximum number of shares that the corporation is authorized to issue is 150,575 Class A Common Shares and 33,799 Class B Common Shares. The rights, privileges, restrictions and conditions attaching to the Class A Common Shares and Class B Common Shares of the corporation are as follows:

**Class A Common Shares**

**Dividends.** The holders of the Class A Common Shares shall be entitled to receive such non-cumulative dividends if, as and when declared by the board of directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends in such amounts and payable in such manner as the board of directors may from time to time determine, provided that, in the case of distributions received by the Corporation from DMCC Performance 1, LP (the "**Partnership**") as a result of distributions paid on Class A limited partnership units of the Partnership (a "**Class A Distribution**"), the Corporation shall cause the amount of such Class A Distribution to, in turn, be distributed to each holder of Class A Shares based on each such holder's *pro rata* portion of the total number of Class A Shares outstanding.

**Liquidation, Dissolution or Winding Up.** In the event of the liquidation, dissolution or winding up of the Corporation, or any other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, the holders of the Class A Common Shares shall, on a *pari passu* basis with the holders of the Class B Common Shares be entitled to receive the assets of the Corporation upon such a distribution and be entitled to participate rateably in any distribution of the assets of the Corporation.

**Voting**

The holders of the Class A Common Shares are entitled to receive notice of, attend and vote (in person or by proxy) at all meetings of shareholders of the Corporation, except where holders of another class are entitled to vote separately as a class as provided in the Florida Business Corporation Act.

Each Class A Common Share entitles the holder to one vote at any meeting at which the holders of the Class A Common Shares are entitled to vote.

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### Class B Common Shares

Dividends. The holders of the Class B Common Shares shall be entitled to receive such non-cumulative dividends if, as and when declared by the board of directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends in such amounts and payable in such manner as the board of directors may from time to time determine, provided that, in the case of distributions received by the Corporation from the Partnership as a result of distributions paid on Class B limited partnership units of the Partnership (a "**Class B Distribution**"), the Corporation shall cause the amount of such Class B Distribution to, in turn, be distributed to each holder of Class B Shares based on each such holder's *pro rata* portion of the total number of Class B Shares outstanding.

Liquidation, Dissolution or Winding Up. In the event of the liquidation, dissolution or winding up of the Corporation, or any other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs the holders of the Class B Common Shares shall, on a *pari passu* basis with the holders of the Class A Common Shares, be entitled to receive the assets of the Corporation upon such a distribution and be entitled to participate ratably in any distribution of the assets of the Corporation.

### Voting.

The holders of the Class B Common Shares are entitled to receive notice of, attend and vote (in person or by proxy) at all meetings of shareholders of the Corporation, except where holders of another class are entitled to vote separately as a class as provided in the Florida Business Corporation Act.

Each Class B Common Share entitles the holder to one vote at any meeting at which the holders of the Class B Common Shares are entitled to vote.

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These Articles of Amendment were adopted by the sole shareholder of the Corporation on July 17, 2018.

**IN WITNESS WHEREOF**, the undersigned officer has executed these Articles of Amendment.

Dated: July 31, 2018

DMCC Performance 1 US Inc.

By: 

Pradeep Matharoo, President