

P19000078807

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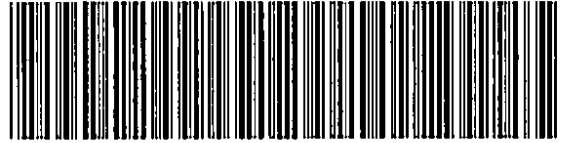
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2022 MAR 11 PM 4:15

SECRETARY OF STATE
TALLAHASSEE, FL

cf 3/18/2022

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Motiv Solutions Incorporated

DOCUMENT NUMBER: P19000078807

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

Please return all correspondence concerning this matter to the following:

Timothy P. Brigham
Name of Contact Person
Motiv Solutions Incorporated
Firm/ Company
3350 VIRGINIA ST 2ND FLOOR
Address
MIAMI, FL 33133
City/ State and Zip Code
tim.brigham@motivsolutions.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Megan L. Johnson at (206) 953-8881
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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 24, 2022

TIMOTHY P. BRIGHAM
3350 VIRGINIA STREET
2ND FLOOR
MIAMI, FL 33133

SUBJECT: MOTIV SOLUTIONS INCORPORATED
Ref. Number: P19000078807

We have received your document for MOTIV SOLUTIONS INCORPORATED and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

The Amended and Restated Articles of Incorporation cannot be entitled as an Exhibit.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Claretha Golden
Regulatory Specialist II

Letter Number: 222A00004576

FILED

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MOTIV SOLUTIONS INCORPORATED**

2022 MAR 11 PM 4:15

**SECRETARY OF STATE
TALLAHASSEE, FL**

Pursuant to Section 607.1007 of the Business Corporation Act of the State of Florida, the undersigned, being the President of Motiv Solutions Incorporated (hereinafter the "Corporation"), a Florida corporation, and desiring to amend and restate its Articles of Incorporation, does hereby certify:

FIRST: Articles of Incorporation of the Corporation were filed with the Secretary of State of Florida on October 8, 2019, Document No. P19000078807.

SECOND: Amended and restated articles of incorporation were adopted by all of the directors and a majority of the holders of the voting stock of the Corporation pursuant to sections 607.0821 and 607.0704 of the Florida Business Corporation Act on February 3, 2022. The number of votes cast for the amendment to the Corporation's Articles of Incorporation was sufficient for approval.

THIRD: The text of the Articles of Incorporation is hereby amended and restated as herein set forth in full and shall supersede the original Articles of Incorporation.

**ARTICLE I
NAME**

The name of the Corporation is MOTIV SOLUTIONS INCORPORATED.

**ARTICLE II
DURATION**

The term of existence of the Corporation is perpetual.

**ARTICLE III
PURPOSE**

The Corporation may transact any and all lawful business for which corporations may be organized under the Florida Business Corporation Act.

**ARTICLE IV
PRINCIPAL OFFICE AND MAILING ADDRESSES**

The principal office and mailing address of the Corporation is 3350 Virginia Street, Second Floor MIAMI, FL 33133.

**ARTICLE V
CAPITAL STOCK**

- (1) The total number of shares of all classes of capital stock of the Corporation ("Shares") that the Corporation shall have the authority to issue is ten million (10,000,000), consisting of the following classes:
 - a. Class A Voting Common Stock. Eight million two hundred forty thousand (8,240,000) shares shall be designated as Voting Common Stock, par value \$0.01 per share ("Class A Common Stock"); and
 - b. Class B Non-Voting Common Stock. One million seven hundred sixty thousand (1,760,000) shares shall be designated as Non-Voting Common Stock, par value \$0.01 per share ("Class B Common Stock"), and together with Class A Common Stock, "Common Stock").
- (2) Except as set forth in this Article V, the Common Stock and the Non-Voting Common Stock shall have the same rights and privileges, share ratably in all assets of the Corporation upon its liquidation, dissolution, or winding-up, shall be entitled to receive dividends in the same amount per share and at the same when, as and if declared by the Corporation's board of directors, and be identical in all other respects as to all other matters, including the right to attend stockholders meetings and receive information distributions from the Corporation with respect to such meetings, provided, however, that the holders of Class B Common Stock will have no voting rights other than those voting rights required by law. There shall be no cumulative voting.
- (3) Except as may be otherwise required by law or these Amended and Restated Articles of Incorporation, as amended, each holder of Class A Stock shall have one vote in respect of each share of Common Stock held of record on all matters voted upon by the shareholders. The holders of Non-voting Class B Stock shall have no voting rights except as required by the Florida Business Corporation Act. Where shares of Non-Voting Common Stock are entitled to vote, each holder of Non-Voting Common Stock shall have one vote in respect of each share of Non-Voting Common Stock held of record solely on the matters as to which such shares are entitled to vote and subject to the rights and limitations specified by the Florida Business Corporation Act.
- (4) In the event of any stock split, combination or other reclassification of shares of either the Common Stock or the Non-Voting Common Stock, the outstanding shares of the other class shall be proportionately split, combined or reclassified in a similar manner; *provided, however*, that in any such transaction, holders of Common Stock shall receive only shares of Class A Common Stock in respect of their shares of Class A Common Stock and holders of Non-Voting Class B Common Stock shall receive only shares of Class B Non-Voting Common Stock in respect of their shares of Non-voting Class B Common Stock.
- (5) Each share of Non-Voting Class B Common Stock shall be converted automatically into one share of Common Stock incident to a transfer of such share of Non-voting Common Stock to a transferee in a Permitted Transfer. A "Permitted Transfer" means a transfer by a holder of Non-voting Common Stock (i) in a widespread public distribution; (ii) in which no transferee (or group of associated transferees) would receive two percent (2%) or more of any class of voting securities of the Corporation; or (iii) to a transferee that would control more than fifty percent (50%) of the voting securities of the Corporation without any transfer from such holder of Non-voting Common Stock. The issuance of certificates, if any, for shares of Common Stock upon conversion of Non-voting Common Stock shall be made without charge to the holders of such shares for any issuance tax in respect thereof or other cost incurred by the Corporation in connection with such conversion.

and the related issuance. The Corporation shall cooperate with the timely conversion of Non-voting Common Stock subject to compliance with applicable law and regulations.

- (6) The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of Non-Voting Class B Common Stock. The Corporation shall take all action necessary so that all shares of Common Stock issuable upon conversion of Non-Voting Common Stock will, upon issue, be duly and validly issued, fully paid and non-assessable.
- (7) In the event of any merger, consolidation, reclassification or other transaction in which the shares of Common Stock are exchanged for or changed into other stock or securities, cash and/or any other property, each share of Non-Voting Common Stock will at the same time be similarly exchanged or changed in an amount per whole share equal to the aggregate amount of stock, securities, cash and/or any other property (payable in kind), as the case may be, that each share of Common Stock would be entitled to receive as a result of such transaction, *provided that* at the election of the holder of shares of Non-Voting Common Stock, any securities issued with respect to the Non-Voting Common Stock shall be Non-Voting under the resulting institution's organizational documents to the same extent as the Non-Voting Common Stock is Non-Voting and the Corporation shall make appropriate provisions (in form and substance reasonably satisfactory to the holders of a majority of the Non-Voting Common Stock then outstanding) and take such other actions necessary to ensure that the holders of the Non-Voting Common Stock shall retain securities with substantially the same rights and benefits, including the right to convert Non-Voting common stock into common stock, as the Non-Voting Common Stock. Subject to the immediately preceding sentence, in the event the holders of Common Stock are provided the right to convert or exchange Common Stock for stock or securities, cash and/or any other property, then the holders of the Non-Voting Common Stock shall be provided the same right based upon the number of shares of Common Stock such holders would be entitled to receive if such shares of Non-Voting Common Stock were converted into shares of Common Stock immediately prior to such offering. In the event that the Corporation offers to repurchase shares of Common Stock from its stockholders generally, the Corporation shall offer to repurchase Non-Voting Common Stock pro rata based upon the number of shares of Common Stock such holders would be entitled to receive if such shares were converted into shares of Common Stock immediately prior to such repurchase. In the event of any pro rata subscription offer, rights offer or similar offer to holders of Common Stock, the Corporation shall provide the holders of the Non-Voting Common Stock the right to participate based upon the number of shares of Common Stock such holders would be entitled to receive if such shares were converted into shares of Common Stock immediately prior to such offering; provided that at the election of such holder, any shares issued with respect to the Non-Voting Common Stock shall be issued in the form of Non-Voting Common Stock rather than Common Stock."

ARTICLE VI POWERS OF THE CORPORATION AND THE BOARD OF DIRECTORS

The following provisions are hereby adopted for the purposes of describing the rights and powers of the Corporation and of the Directors and Stockholders:

- (a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of stock of any class, whether now or hereafter authorized and securities convertible into shares of its stock of any class whether now or hereafter authorized for such consideration as said Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the By-laws of the Corporation.

(b) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

(c) The Board of Directors of the Corporation, with the approval of a majority of the entire Board, and without action by the stockholders, may amend the Articles of Incorporation to increase or decrease the aggregate number of shares of stock of the Corporation or the number of shares of stock of any class that the Corporation has authority to issue.

ARTICLE VII AMENDMENT OF BYLAWS

Notwithstanding Article V hereof, the Bylaws may also be adopted, repealed, rescinded, altered or amended in any respect by the stockholders of the Corporation, but only by the affirmative vote of a majority of the Corporation's outstanding shares entitled to vote, or if separate voting by voting groups is required then by not less than a majority of all the votes entitled to be cast by that voting group, voting by written ballot in person or by proxy, held at any annual or special meeting of stockholders upon lawful notice.

ARTICLE VIII INDEMNIFICATION

To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers and agents of the Corporation (and any other persons to which the Act permits the Corporation to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of shareholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 607.0850-9 of the Act. Any amendment, repeal, or modification of the foregoing provisions of this Article VIII shall not adversely affect any right or protection hereunder of any director, officer or other agent of the Corporation existing at the time of such amendment, repeal, or modification.

ARTICLE IX SHAREHOLDER'S RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders Restrictive Agreement containing numerous restrictions on the rights of the shareholders of the Corporation and the transferability of the shares of stock of the Corporation. A copy of the shareholders Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE X AMENDMENT OF BYLAWS

The Board of Directors of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend, or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment, or repeal of the Bylaws.

ARTICLE XI EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE XII AMEND ARTICLES

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

ARTICLE XIII BYLAWS

Subject to any additional vote required by the Articles of Incorporation or Bylaws, in furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, repeal, alter, amend, and rescind any or all of the Bylaws of the Corporation.

Subject to any additional vote required by the Articles of Incorporation, the number of directors of the Corporation shall be determined in the manner set forth in the Bylaws of the Corporation.

ARTICLE XIV MEETINGS OF SHAREHOLDERS


Meetings of shareholders may be held within or without the State of Florida, as the Bylaws of the Corporation may provide. The books of the Corporation may be kept outside the State of Florida at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

ARTICLE XV DIRECTOR LIABILITY

To the fullest extent permitted by law, a director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director. If the Act or any other law of the State of Florida is amended after approval by the shareholders of this Article XV to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act as so amended.

Any repeal or modification of the foregoing provisions of this Article XV by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of or increase the liability of any director of the Corporation with respect to any acts or omissions of such director occurring prior to, such repeal or modification.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 10th day of March 2022.



Timothy P. Brigham, President