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TALLAHASSEE, FLORIDA

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S. PRATHER

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:

Megan L. Johnson
Name of Contact Person
Chasing Glass Law, PLLC
Firm/ Company
18422 NE 26th Way
Address
Redmond, WA 98052
City/ State and Zip Code
meganbrebant@gmail.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:

- ☒ \$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
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
MOTIV SOLUTIONS INCORPORATED**

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CLERK OF STATE
TALLAHASSEE, FLORIDA

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

SECOND: These Articles of Amendment to the Articles of Incorporation shall amend, restate, and supersede in their entirety any and all prior Articles of Incorporation, as amended, and any other articles of amendment thereto, filed with the State of Florida from the date of the Corporation's original incorporation through the date hereof.

THIRD: That these Articles of Amendment to the Amended and Restated Articles of Incorporation have been approved 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 April 13, 2022. The number of votes cast for the amendment to the Corporation's Articles of Incorporation was sufficient for approval.

FOURTH: That the Articles of Incorporation of this Corporation have been amended and restated in their entirety to read as follows:

**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

The total number of shares that this Corporation shall be authorized to issue is ten million (10,000,000) shares of common stock, par value \$0.01 per share ("Common Stock"). Each holder of Common Stock shall be entitled to one vote for each share of Common Stock held of record by such holder on all matters in which shareholders generally are entitled to vote.

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 Bylaws 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.
- (d) 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 VII AMENDMENT OF BYLAWS

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors of the Corporation is expressly authorized to make, alter and repeal the Bylaws of the Corporation.

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 EFFECTIVE DATE

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

ARTICLE XI 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 XII 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 XIII 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 XIII 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.

ARTICLE XIV
INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every Director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him/her in connection with any proceeding or any settlement of any proceeding to which he/she may be a part of or to which he/she may become involved by reason of his/her being or having been a Director or Officer of the corporation, whether or not he/she is a Director or Officer at the time such expenses are incurred. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled to under Florida law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Corporation's Amended and Restated Articles of Incorporation this 13th day of April 2022.



Timothy P. Brigham, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA