

P200000002154

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

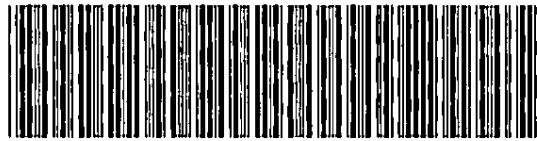
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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FILED

2021 JAN 12 PM 5:09

SECRETARY OF STATE
TALLAHASSEE, FL

2/10/21

[Handwritten signature]



SERVICE EXTRAORDINAIRE

P.O. Box 390 ♦ CLIFTON PARK, NY 12065 ♦ PHONE-518-935-7675 ♦ FAX-518-233-0581

January 11, 2021

VIA OVERNIGHT DELIVERY

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Re: Articles of Amendment of **W H BARNES FUND, INC.**
My File No.: 120-100

Dear Sir/Madam:

Enclosed for filing with your office please find the Articles of Amendment to Articles of Incorporation of W H Barnes Fund, Inc., a domestic Florida profit corporation. Also, enclosed is a check in the amount of \$43.75 for the filing fee for said Articles of Amendment and a certified copy.

Please send the original filing receipt and certified copy to me as soon as possible in the pre-paid, self-addressed FedEx envelope which is enclosed for your convenience.

Thank you for your courtesies and cooperation in this matter. Should you have any questions, please do not hesitate to contact me at (518) 935-7675.

Very truly yours,

Kristen Galarneau

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: W H BARNES FUND, INC.

DOCUMENT NUMBER: P20000002154

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

Please return all correspondence concerning this matter to the following:

KRISTEN GALARNEAU

Name of Contact Person

SERVICE EXTRAORDINAIRE LLC

Firm/ Company

P.O. BOX 390

Address

CLIFTON PARK, NY 12065

City/ State and Zip Code

SERVICEEXTRA@YAHOO.COM

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

For further information concerning this matter, please call:

KRISTEN GALARNEAU at (518) 935-7675
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 checked="" 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

Articles of Amendment
to
Articles of Incorporation
of

W H BARNES FUND, INC.

FILED

2021 JAN 12 PM 5:09

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

P20000002154

DEPT. OF STATE
TALLAHASSEE, FL

(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:

(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

Type of Action (Check One)	Title	Name	Address
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			

E. If amending or adding additional Articles, enter change(s) here:

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

Article III, which sets forth the purpose of the corporation, is amended to read in its entirety as follows:

"ARTICLE III – The purpose of the Company shall be for investment in Qualified Opportunity Zone Property, as such term is defined in Section 1400Z-2(d)(2) of the Internal Revenue Code of 1986, as amended (the "Code"), and the Company shall file for certification from the Internal Revenue Service as a Qualified Opportunity Fund, as such term is defined in Section 1400Z-2(d)(1) of the Code. The specific purpose of the Company is investing in developing, owning, operating, improving, leasing, and disposing of real property."

If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:

(if not applicable, indicate N/A)

A

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 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)

January 5, 2021
Dated _____

Signature William H. Barnes
(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)

WILLIAM H. BARNES

(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)