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To:
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
FARRUGIA HOLDINGS, INC.**

Certificate of Status	0
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Page Count	05
Estimated Charge	\$35.00

R. WHITE
DEC 3 2020

6.20.21
21.11.4.26

Articles of Amendment
to
Articles of Incorporation
of

Farrugia Holdings, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State) 4:28

P20000088856

(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) 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: N/A, 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

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 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; C = Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each 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 a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT, as 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	_____	_____	_____
<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	_____	_____	_____

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

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

See Exhibit A attached hereto.

F. 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)

See Exhibit A attached hereto.

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)

Dated December 24, 2020

Signature Jeffrey M. Fulkman
(for 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)

Jeffrey M. Fulkman

(Typed or printed name of person signing)

Assistant Secretary

(Title of person signing)

EXHIBIT A
TO
ARTICLES OF AMENDMENT
OF
FARRUGIA HOLDINGS, INC.

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

"Article IV of the Articles of Incorporation of the Corporation is amended by deleting the current provision thereof and replacing it with the following:

- **"ARTICLE IV SHARES:** The maximum number of shares which the Corporation is authorized to have outstanding is one thousand (1,000), all of which shall be common shares without par value. The common shares shall be divided into two classes: ten (10) shares thereof shall be designated as Class A, Voting common shares and nine hundred ninety (990) shares thereof shall be designated as Class B, Non-Voting common shares. The Class A, Voting common shares shall be identical in all respects to the Class B, Non-Voting common shares, except that the Class B, Non-Voting common shares shall carry no right to vote for the election of Directors of the Corporation, and no right to vote on any matter presented to the shareholders for their vote or approval save only as statutory law of the State of Florida requires that voting rights be granted to such class."

F. 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:

In light of the foregoing amendment, the Corporation is hereby authorized and directed to convert its existing authorized common shares into Class A Voting common shares and Class B Non-Voting common shares such that every one hundred authorized common shares outstanding shall be converted into one (1) Class A common share and ninety-nine (99) Class B Non-Voting common shares (the "**Conversion**").

As a result of the Conversion, the shareholder(s) of record, shall submit their existing pre-conversion share certificate(s) to the Corporation and shall receive in exchange therefore new certificates evidencing the conversion of the outstanding common shares into Class A Voting common shares and Class B Non-Voting common shares in accordance herewith.