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TALLAHASSEE, FL

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BLUE OCEANS GROWTH STRATEGIES

7005 Overton Way, Maineville, Ohio 45039
513-379-8500

January 23, 2021

Florida Department of State
Amendment Section
Divisions of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Articles of Amendment to Articles of Incorporation / Document Number P20000094151

To Whom It May Concern,

In our original filing, we inadvertently left the "s" off of Oceans. In Article I of the enclosed Articles of Amendment to Articles of Incorporation we have listed the name as we intended, **Blue Oceans Growth Strategies, Inc.** In addition we have made amendments to several other articles as well as added four new articles (IX, X, XI, and XII).

Enclosed is the Amendment Section Division of Corporations form Cover Letter and our filing fee of \$35.00. If I can be of any further assistance please do not hesitate to contact me at 513-379-8500, or rbs@blueoceansgs.com.

Sincerely,
Blue Oceans Growth Strategies, Inc.

A handwritten signature in black ink, appearing to read "Robert B. Steele", with a stylized flourish at the end.

Robert B. Steele, President

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: BLUE OCEAN GROWTH STRATEGIES, INC.

DOCUMENT NUMBER: P20000094151

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

Please return all correspondence concerning this matter to the following:

Robert B. Steele
Name of Contact Person
Blue Oceans Growth Strategies, Inc.
Firm/ Company
7005 Overton Way
Address
Maineville, OH 45039
City/ State and Zip Code
RBS@blueoceansgs.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Robert B. Steele at (513) 379-8500
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

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BLUE OCEAN GROWTH STRATEGIES, INC.**

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida Profit Corporation adopts the following amendments to its Articles of Incorporation:

Article I. NAME

The name of the corporation shall be: **BLUE OCEANS GROWTH STRATEGIES, INC.**

Article II. PRINCIPAL OFFICE

The principal street address shall be:

1800 Pembroke Drive
Suite 300
Orlando, FL 32810

The corporate mailing address shall be:

7005 Overton Way
Maineville, OH 45039

Article III. PURPOSE

Any and all lawful business activities.

Article IV. SHARES

The maximum number of shares which the corporation is authorized to have outstanding is Ten Thousand (10,000) shares of common stock, all of which shall have no par value.

Article V. REGISTERED AGENT

The Registered Agent of the Corporation is:

Registered Agents, Inc.
7901 4th St. N., Suite 300.
St. Petersburg, Florida 33702

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1385 E. FL

Article VI. INCORPORATOR

The Incorporator of the Corporation is:

Jarod Wolfe
14162 New Harmony Salem Road
Mount Orab, OH 45160

Article VII. OFFICERS

The Officers of the Corporation shall be:

Robert B. Steele, President and Chairman of the Board
Colin L. Ingram, Chief Executive Officer
Jarod A. Wolfe, Secretary and Treasurer

Article VIII. EFFECTIVE DATE

These articles shall be effective as of January 25, 2021.

Article IX. SHAREHOLDER PRE-EMPTIVE RIGHTS, AMENDMENTS OF THE ARTICLES OF INCORPORATION.

The corporation elects to have preemptive rights pursuant to Florida Statute 607.0630 (2020).

The Shareholders of this corporation may at any time amend these Articles of Incorporation by the affirmative vote of Sixty Five Percent (65%) of the holders of shares entitling them to exercise a majority of the voting power of the corporation.

Article X. ELECTION OF DIRECTORS, PROHIBITION ON CUMULATIVE VOTING

Pursuant to Florida Statute 607.0728 (2020) or any similar provision subsequently enacted this Article of Incorporation specifically designates that Shareholders do not have the right to cumulate their votes for director. Without limiting the generality of the preceding sentence, no shareholder or their designee are entitled to multiply the number of votes they are entitled to cast by the number of directors for whom they are entitled to vote and cast the product for a single candidate or distribute the product among two or more candidates.

Article XI. SALE TRANSACTIONS

Any offer to purchase all or substantially all of the assets of the Corporation, or to purchase more than 50 percent of the outstanding voting stock of the Corporation, or to issue or sell shares of the Corporation equal to or in excess of the number of shares then outstanding, or to have the Corporation merge with or into any other entity, or to cause the Corporation to combine with any other entity, or any other transaction which would

cause the ownership of the Corporation to be substantially modified (collectively, a "Sale Transaction"), shall require the approval of a 65 percent majority vote of the outstanding and issued voting shares.

The provisions of this article cannot be amended or removed from these Articles of Incorporation without the approval of a Sixty Five Percent (65%) majority vote of the outstanding and issued shares of the Corporation.

Article XII. DRAG ALONG OFFERS

If Shareholders owning a Sixty Five Percent (65%) majority of the outstanding and issued shares of the Corporation receive an offer from any person(s) and/or entity(ies), whether such person(s) and/or entity(ies) are currently Shareholders of the Corporation or not, which offer is acceptable to said Shareholders, and which offer calls for the purchase of all or substantially all of the shares of the Corporation (a "Drag Along Offer"), then such Shareholders shall send written notice (the "Receipt Notice") of receipt of the Drag Along Offer to each of the other Shareholders of the Corporation. The Receipt Notice shall be accompanied by a copy of the Drag Along Offer. For a period of 60 days following the date of the Receipt Notice, the Shareholders owning at least a majority of the outstanding and issued shares of the Corporation shall have the option to require each of the other Shareholders to accept the Drag Along Offer and to sell his/her/its shares to the offeror pursuant to the terms set forth in the Drag Along Offer (the "Drag Along Rights"). Said option can be exercised by said Shareholders giving a second notice (the "Exercise Notice") to each of the other Shareholders indicating that they are exercising the Drag Along Rights. If the Exercise Notice is given, each of the other Shareholders shall proceed to close the sale of his/her/its shares in the Corporation to the offeror upon the terms set forth in the Drag Along Offer, and no Shareholder shall delay or refuse to tender his/her/its stock certificates and any other required documents needed in order to close on the Drag Along Offer. If within five (5) days prior to the scheduled closing, a Shareholder has not provided and tendered his/her/its stock certificates and/or such other required documents needed to close on the Drag Along Offer, then the Corporation shall have the right to immediately take one or both of the following actions:

- a. Redeem that Shareholder's shares for a price equal to ninety percent (90%) of the consideration said Shareholder would have received in the Drag Along Offer (and said redemption can occur whether or not the share certificates are surrendered by said Shareholder); and/or
- b. Cancel the stock certificates owned by said Shareholder, reissue replacement certificates and then the President or Secretary of the Corporation (or any one of them) shall on behalf of said Shareholder, execute the back of said stock certificates and tender them to the offeror in order to close the Drag Along Offer. Each Shareholder hereby irrevocably designates and appoints the Corporation's President or Corporate Secretary to be his/her/its true and lawful attorney-in-fact for the limited purpose of signing the Shareholder's name to the back of the replacement stock certificates, signing the Shareholder's name to any other

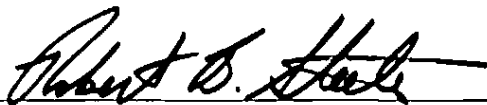
documents needed to close the Drag Along Offer, and completing the acts needed to close on the Drag Along Offer. The rights, powers and authority of the attorney-in-fact as granted in this durable power of attorney shall commence and be in full force on the date of this instrument and such rights, powers and authority shall remain in full force and effect thereafter until completion of the limited purpose and tasks described above. This instrument is to be construed and interpreted only as a durable power of attorney for the limited purpose and tasks described above. This durable power of attorney shall not be affected by disability of the principal, except as provided by statute. Said power of attorney is coupled with an interest and cannot be revoked."

The provisions of this article cannot be amended or deleted from these Articles of Incorporation without the approval of a Sixty Five Percent (65%) majority vote of the outstanding and issued shares of the Corporation.

The date of each amendments' adoption is the date this document was signed.

ADOPTION OF AMENDMENTS

BE IT KNOWN THAT the amendments were adopted by the shareholders. The number of votes cast for the amendments by the shareholders were sufficient for approval.



Robert B. Steele
President and Chairman of the Board

1/23/2021
Date