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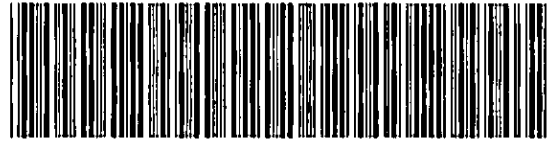
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SECRETARY OF STATE
TALLAHASSEE, FL

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A. BUTLER

JUN 05 2022

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Adelphi Financial, Inc
DOCUMENT NUMBER: P97000049936

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

Please return all correspondence concerning this matter to the following:

Andrea Di Chiara / Robert Kapusta
Name of Contact Person
Battaglia Ross Dicus + McQuinn
Firm/ Company
5858 Central Ave
Address
St. Petersburg FL 33707
City/ State and Zip Code

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

For further information concerning this matter, please call:

Andrea Di Chiara at (727) 381-2300
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

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RESTATED ARTICLES OF INCORPORATION

2022 MAY -4 PM 12:48

OF
ADELPHI FINANCIAL, INC.

SECRETARY OF STATE
TALLAHASSEE, FL

The undersigned corporation, in accordance with the Florida Business Corporation Act and its Articles, hereby adopts the following Articles of Amendment:

1. Name. The name of the corporation is: Adelphi Financial, Inc. (the "Corporation").
2. Amendment. The Corporation's Articles of Incorporation are hereby amended and restated (the "Amended and Restated Articles of Incorporation") in their entirety so as to read, after Amendment, as follows:

SEE EXHIBIT "A" ATTACHED

3. Directors.

1. Remove	Robert Kapusta, Jr.	Director	5858 Central Avenue St. Petersburg, FL 33707
2. Add	Kathryn Pemble	Director	5858 Central Avenue St. Petersburg, FL 33707
3. Add	Gentry Brynes	Director	5858 Central Avenue St. Petersburg, FL 33707
4. Add	Jill Creager	Director	5858 Central Avenue St. Petersburg, FL 33707
5. Add	Terin Cremer	Director	5858 Central Avenue St. Petersburg, FL 33707
6. Add	Artemis Emslie	Director	5858 Central Avenue St. Petersburg, FL 33707
7. Add	Beth Horner	Director	5858 Central Avenue St. Petersburg, FL 33707
8. Add	Kevin Maddron	Director	5858 Central Avenue St. Petersburg, FL 33707
9. Add	Kathleen Shanahan	Director	5858 Central Avenue St. Petersburg, FL 33707
10. Add	Greg Ruthven	Director	5858 Central Avenue St. Petersburg, FL 33707

4. Consolidation. These Amended and Restated Articles of Incorporation consolidate all amendments into a single document.

5. Adoption. The Amendment has been unanimously adopted pursuant to consent of all of the Directors and Shareholders of the Corporation given at a Meeting of Directors and Shareholders of the Corporation held on the 25th day of April 2022, pursuant to Section 607.1003, Florida Statutes.

IN WITNESS WHEREOF, the undersigned has executed and signed these Articles of Amendment on behalf of the Corporation this 25th day of April, 2022

ADELPHI FINANCIAL, INC. a
Florida limited liability company

By: Kathryn Pemble
Kathryn Pemble as its President

Exhibit A

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

ADELPHI FINANCIAL, INC.

FILED
2022 MAY -4 PM 12:49
SECRETARY OF STATE
TALLAHASSEE, FL

ARTICLE 1: NAME AND MAILING ADDRESS

The name of this corporation is Adelphi Financial, Inc., (the "Corporation"), and its principal office or mailing address is 5858 Central Avenue, Suite D, St. Petersburg, FL 33707.

ARTICLE 2: DURATION

This Corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles by the Secretary of State of the State of Florida.

ARTICLE 3: PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 4: CAPITAL STOCK

This Corporation is authorized to issue 10,000,000 shares of \$0.01 par value common stock.

(i) Except as otherwise provided in this Article 4, no Shares of the Common Stock of the Corporation shall be sold, given, assigned, bequeathed or otherwise transferred, voluntarily or involuntarily, by any shareholder, his executor, administrator, trustee in bankruptcy, receiver or other legal representative, or by any other person owning or holding any Share nor shall any Share be sold or otherwise transferred by operation or any act or process of law or equity, to any person, firm or corporation whomsoever, including a shareholder of the Corporation, unless and until such Share shall first have been offered for sale to the Corporation, and in the event the Corporation fails to accept such offer, to the "Organizing Directors" (as hereinafter defined), on a pro rata basis, all in the manner and upon the terms and conditions hereinafter provided. This general restriction shall not apply to a transfer, by whatever means, to

Prepared by:
Robert Kapusta, Jr., Esq.
Battaglia Ross Dicus & McQuaid, P.A.
5858 Central Avenue,
St. Petersburg, FL 33707
Tel: (727) 381.2300
FBN: 441538

a spouse or lineal descendent of the shareholder, a trust, family limited partnership, limited liability company or other entity controlled by the shareholder or to a trust or to a court appointed fiduciary for the benefit of such persons. As used herein, the term "Organizing Directors" shall mean and include Kathryn B. Pemble, Gentry B. Byrnes, Kathleen Shanahan, Kevin Maddron, Beth Horner, Terin Cremer, Jill Creager, Artemis Emslie and Greg Ruthven.

(ii) Recognition of Transferees. Any person becoming the owner or holder of any Share by purchase, gift, assignment, bequest or other transfer, or by distribution of the estate of a decedent, bankrupt or of an insolvent, however liquidation of the estate of the latter be made, or by purchase upon foreclosure of a pledge or hypothecation, whether pursuant to sale or otherwise, or by purchase at execution or other judicial sale, or by operation of any act or process or equity, which were not first offered for sale to the Corporation before such acquisition under the circumstances and in the manner and upon the terms and conditions hereinbefore and hereinafter provided, shall be required to offer the same for sale to the Corporation in the manner and upon the terms and conditions hereinafter provided.

(iii) Offer for Sale to Corporation. Any shareholder who desires to sell or otherwise transfer any or all of his Shares shall first offer the same for sale to the Corporation by giving to the Corporation written notice, delivered to the President or Secretary of the Corporation, designating: (1) the number of Shares desired to be sold or otherwise transferred, or the number of Shares received by the present holder without the same having first been offered for sale as provided herein, as the case may be; (2) the name, address and per Share purchase price, as hereinafter defined, offered by the proposed third-party purchaser of the Shares desired to be sold or transferred, and the terms of the proposed sale or transfer; and (3) the number of the certificate or certificates representing such Shares.

(iv) Acceptance of Offer by Corporation. The Board of Directors of the Corporation shall within thirty (30) days after receipt of said offer of sale (or within one hundred twenty (120) days after receipt if acceptance of the offer by the Corporation requires prior regulatory approval) notify the offeror in writing whether it desires to purchase the Shares so offered for the sale on the terms and at the purchase price as hereinafter defined. In the event that the Board of Directors notifies the offeror of its acceptance of the offer for sale, said notification shall specify a date not less than five (5) nor more than thirty (30) days after the date of such notice as the date on which the Shares will be taken up and payment made therefor at the office of the Corporation. Upon the consummation of the purchase and payment of the price therefor and delivery of the cash payment hereinafter provided, the shareholder shall deliver to the Corporation the certificate for the Shares purchased, which shall thereafter be held as Treasury Stock or shall be retired, as the Board of Directors shall direct. If the Corporation shall not purchase and pay for all of the Shares so offered for sale, it shall be deemed to have rejected said offer.

(v) Failure of Corporation to Purchase. Upon receipt of written notice of the Corporation's refusal to purchase the Shares offered to it for sale, or if the Corporation shall not purchase and pay for such Shares at the determined purchase price and upon the terms and conditions and within the time limitations hereinbefore prescribed, then the shareholder who desires to sell such Shares shall then offer in writing to sell said Shares to

the Organizing Directors on a pro rata basis at the same purchase price and upon the same terms as that offered to the Corporation. The written notice of offer to the Organizing Directors shall contain the information set forth in Section (iii) above. Within thirty (30) days after receiving such notice to Organizing Directors, the Organizing Directors may, at their option, elect to purchase the Shares so offered at the purchase price and upon the terms offered thereby. Each such purchasing Organizing Director shall be entitled to purchase Shares of the selling shareholder in the same proportion that the number of Shares then held by such purchasing Organizing Director bears to the total number of Shares held by all purchasing Organizing Directors.

(vi) Failure of Organizing Directors to Purchase. Upon the expiration of thirty (30) days following the receipt by the Organizing Directors of the written notice provided in Section (v) above, if and to the extent that the Shares so offered to the Organizing Directors have not been accepted for purchase and paid for by the Organizing Directors, then the shareholder who desires to sell such Shares may sell or otherwise transfer the same to, and only to, the proposed transferee, at the offered price and upon the offered terms, but if said sale or transfer is not made within thirty (30) days after the Organizing Directors' right to purchase said Shares expires, the provisions of this Article 4 shall again apply to the proposed transfer.

(vii) Purchase Price. The term "purchase price" as used in this Article 4 will be determined as applicable in the following described manner. If a shareholder desires to sell and transfer Shares of this Corporation pursuant to a written bona fide offer to purchase received by the shareholder from an unrelated third party in an arm's length transaction, the terms of the purchase and the purchase price at which the Corporation shall be entitled to purchase the Shares proposed to be transferred shall be the same price and the same terms at which the shareholder desires to sell and transfer Shares to the third party making such offer. If the proposed transfer is a transfer not pursuant to a bona fide third party, the purchase by the Corporation shall be at the price determined as follows: (1) at a price per share equal to the value of such Shares as determined by an independent financial consultant retained by the Corporation for that purpose if such value has been determined within the twelve month period preceding the month in which such notice is received; or (2) where no such valuation has been performed within the preceding twelve month period, at a price equal to the net book value of such Shares on the last day of the month preceding the month in which such notice is received, as determined by the independent auditors then serving the corporation.

(viii) Payment of Purchase Price. The purchase price to be paid by the Corporation or the Organizing Directors and the terms upon which Shares are purchased, when purchasing Shares pursuant to the provisions of this Article 4, shall be payable in cash in full, unless otherwise agreed between the parties, on the date of the settlement for and delivery of the Shares.

(ix) General Intent of Restrictions on Transfer. In all cases, neither the Corporation nor the Organizing Directors shall be required to accept any offer for the sale of any Share or Shares. Failure of the Corporation or the Organizing Directors to purchase any Shares offered for sale and the sale or transfer thereof to any other person, firm or corporation, shall not, as to any future sale or other transfer of said Shares or of any Shares issued in lieu thereof, discharge

any such Shares from any of the obligations and restrictions contained in these Articles, it being the intent that all restrictions herein contained and hereby imposed upon any and all sales or other transfers of Shares shall apply to all Shares, whensoever, howsoever or by whomsoever acquired, unless specifically excepted in the penultimate sentence of Section (i). of Article 4, in the hands of all owners or holders, whether original shareholders or subsequent purchasers or transferees and whether acquired through the voluntary or involuntary act of a shareholder or his legal representative or by operation of law and whether a part of the first authorized issue or any subsequent or increased issue.

(x) Endorsement on Stock Certificates. The Corporation shall endorse on the certificate or certificates of stock now held or hereafter issued, while the foregoing restrictions on transfer are in force the following:

"The sale or other transfer of the Shares represented by this certificate is subject to the restrictions set forth in the Amended and Restated Articles of Incorporation of this Corporation as stated in Article 4, which are on file at the office of the Secretary of the Corporation."

ARTICLE 5: REGISTERED OFFICE AND AGENT

The street address of the registered office of this Corporation is 5858 Central Avenue, Suite D, St. Petersburg, FL 33707, and the name of the registered agent is Robert Kapusta, Jr.

ARTICLE 6: BOARD OF DIRECTORS

This Corporation shall have nine (9) directors. The number of directors may be either increased or diminished from time to time as provided in the Bylaws but shall never be less than three. The names and addresses of the directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Kathryn Pemble	5858 Central Avenue, St. Petersburg, FL 33707
Jill Creager	5858 Central Avenue, St. Petersburg, FL 33707
Terin Cremer	5858 Central Avenue, St. Petersburg, FL 33707
Artemis Emslie	5858 Central Avenue, St. Petersburg, FL 33707
Beth Horner	5858 Central Avenue, St. Petersburg, FL 33707
Kevin Maddron	5858 Central Avenue, St. Petersburg, FL 33707
Kathleen Shanahan	5858 Central Avenue, St. Petersburg, FL 33707
Gentry Byrnes	5858 Central Avenue, St. Petersburg, FL 33707
Greg Ruthven	5858 Central Avenue, St. Petersburg, FL 33707

ARTICLE 7: CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at the time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE 8: INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE 9: BYLAWS

The Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE 10: AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.