

P21000088024

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

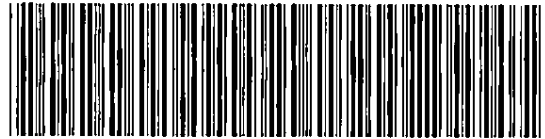
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



400429515474

Amend

06/13/24--01020--015 **35.00

FILED
2024 JUN 13 PM 12:38
SECRETARY OF STATE
MASSACHUSETTS

A. RAMSEY
JUN 13 2024

*00789, 00563, 00671

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: EagleStone Tax & Wealth Advisors, Inc.

DOCUMENT NUMBER: P21000088024

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

Please return all correspondence concerning this matter to the following:

Laura B. Zrake
Name of Contact Person
Stein Sperling Bennett De Jong Driscoll PC
Firm/ Company
1101 Wootton Parkway, Suite 700
Address
Rockville, Maryland 20852
City/ State and Zip Code
jwarring@estwa.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Laura B. Zrake at (301) 838-3268
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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 4, 2024

LAURA B. ZRAKE
STEIN SPERLING BENNETT DE JONG DRISCOLL
1101 WOOTTON PARKWAY, SUITE 700
ROCKVILLE, MD 20852

SUBJECT: EAGLESTONE TAX & WEALTH ADVISORS, INC.
Ref. Number: P21000088024

We have received your document for EAGLESTONE TAX & WEALTH ADVISORS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

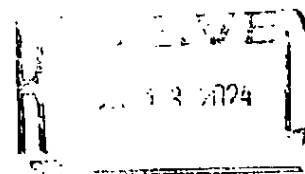
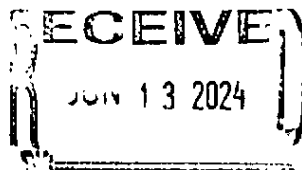
The date of adoption of each amendment must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Annette Ramsey
OPS

Letter Number: 524A00012064



ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION OF
EAGLESTONE TAX & WEALTH ADVISORS, INC.

Document Number: P21000088024

FILED
2024 JUN 13 PM 12 38
CLERK OF STATE
TALLAHASSEE, FLORIDA

EagleStone Tax & Wealth Advisors, Inc., a Florida corporation (the "Corporation"), having filed its Articles of Incorporation on October 8, 2021, pursuant to and in accordance with Section 607.1006 of the Florida Business Corporation Act (the "Act"), hereby certifies to the Florida Department of State Division of Corporations that:


FIRST: The Articles of Incorporation are hereby amended by striking Article IV in its entirety and by substituting in lieu thereof the following:

"The total number of shares the Corporation is authorized to issue is 1,000,000 shares, of which 900,000 shares will be voting Common Stock with no par value and 100,000 shares will be non-voting Class A Preferred Stock which shall accrue dividend of eight percent (8%) per annum. No dividend shall be paid to the holders of Common Stock unless and until the accrued and unpaid dividend due to the holders of Class A Preferred Stock has been paid in full, at which point all dividends shall be paid to the holders of Common Stock. In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, the holders of the issued and outstanding Class A Preferred Stock shall be entitled to receive, on a pro rata, pari passu basis in proportion to the number of issued and outstanding shares of Class A Preferred Stock held by such holders, prior and in preference to any distribution of any of the assets of the Corporation to the holders of the issued and outstanding Common Stock an amount equal to the Class A Preferred Stock Amount (as further defined herein). If upon the liquidation, dissolution or winding up of the Corporation, the assets of the Corporation legally available for distribution to the holders of the issued and outstanding Class A Preferred Stock are insufficient to permit the payment to such holders of the full amounts specified in this Article IV, then the entire assets of the Corporation legally available for distribution shall be distributed with equal priority and pro rata among the holders of the issued and outstanding Class A Preferred Stock. For the purposes of this Agreement, for each holder of Class A Preferred Stock, the Class A Preferred Stock Amount shall be an amount equal to the sum of (x) the product of (i) the number of shares of Class A Preferred Stock held by such holder and (ii) the purchase price per share paid by such holder as reflected in the Corporation's books and records and (y) any accrued and unpaid dividend with respect to such shares of Class A Preferred Stock held by such holder."

SECOND: By written informal action dated May 6, 2024, unanimously taken by the Board of Directors of the Corporation pursuant to and in accordance with Section 607.0821 of the Act, the Board of Directors duly advise the foregoing amendment. By written informal action dated May 6, 2024, taken by a majority of the stockholders of the Corporation entitled to vote pursuant to and in accordance with Section 607.0704 of the Act, the stockholders duly approve said amendment.

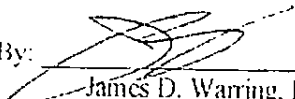
IN WITNESS WHEREOF, EagleStone Tax & Wealth Advisors, Inc. has caused these presents to be signed in its name and on its behalf by its President, and its corporate seal to be hereunder affixed and attested by its Secretary on this 6th day of May, 2024, and its President acknowledges that these Articles of Amendment to the Articles of Incorporation are the act and deed of EagleStone Tax & Wealth Advisors, Inc., and under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information, and belief.

ATTEST:

By: 

Tarun Mehta, Secretary

**EAGLESTONE TAX & WEALTH
ADVISORS, INC.**

By: 

James D. Warring, President