

P22 000053471

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December 30, 2022

**Via FedEx**

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

Re: Kitchen Creek Capital, Inc.  
Corp. Document Number: P22000053471  
Our File No.: 9173.000

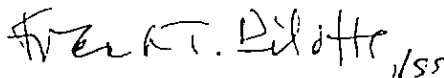
Dear Sir/Madam:

Enclosed please find Articles of Amendment to Articles of Incorporation of Kitchen Creek Capital, Inc.

Enclosed also please find a check made payable to the Florida Department of State in the amount of \$35.00.

Kindly acknowledge receipt of the enclosed document by date-stamping and returning to us the enclosed photocopy of this letter in the postage-paid envelope provided

Very truly yours,



Frank T. Pilotte

FTP/ja  
Enclosures

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: KITCHEN CREEK CAPITAL INC.

DOCUMENT NUMBER: P22000053471

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

Please return all correspondence concerning this matter to the following:

Frank T. Pilotte

Name of Contact Person

Murphy Reid LLP

Firm/ Company

11300 U.S. Highway One, Suite 401

Address

Palm Beach Gardens, FL 33408

City/ State and Zip Code

hhd418@gmail.com

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

For further information concerning this matter, please call:

Frank T. Pilotte

at ( 561 ) 355-8800

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

Articles of Amendment  
to  
Articles of Incorporation  
of

KITCHEN CREEK CAPITAL INC.

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

P22000053471

(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:

N/A

(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

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <u>      </u> Change	<u>P</u>	<u>Drew Montgomery</u>	<u>14255 SE Kitchen Creek Rd.</u>
<u>      </u> Add			<u>Hobe Sound, FL 33455</u>
<u>X</u> Remove			
2) <u>      </u> Change	<u>PST</u>	<u>Andrew Montgomery</u>	<u>14255 SE Kitchen Creek Rd.</u>
<u>X</u> Add			<u>Hobe Sound, FL 33455</u>
<u>      </u> Remove			
3) <u>      </u> Change	<u>CEO</u>	<u>Andrew Montgomery</u>	<u>14255 SE Kitchen Creek Rd.</u>
<u>X</u> Add			<u>Hobe Sound, FL 33455</u>
<u>      </u> Remove			
4) <u>      </u> Change	<u>V</u>	<u>Ashley Montgomery</u>	<u>225 Bloomfield Dr.</u>
<u>X</u> Add			<u>West Palm Beach, FL 33405</u>
<u>      </u> Remove			
5) <u>      </u> Change	<u>V</u>	<u>Laura Montgomery</u>	<u>10868 SE Hobart St.</u>
<u>X</u> Add			<u>Jupiter, FL 33469</u>
<u>      </u> Remove			
6) <u>      </u> Change			
<u>      </u> Add			
<u>      </u> Remove			

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

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

Please see attached Amendment of Article IV.

**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)*

N/A

The date of each amendment(s) adoption: \_\_\_\_\_, if other than the date this document was signed.

Effective date if applicable: December 31, 2022  
(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 12/30/22

Signature Andrew Montgomery  
(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)

Andrew Montgomery

(Typed or printed name of person signing)

President/CEO/Secretary/Treasurer

(Title of person signing)

ARTICLES OF AMENDMENT  
to  
ARTICLES OF INCORPORATION  
of  
KITCHEN CREEK CAPITAL INC.

ARTICLE IV: Number of Authorized Shares: is hereby deleted in its entirety and replaced with the following:

ARTICLE IV: Number of Authorized Shares:

- A. The number of authorized shares of this corporation shall be One Hundred Fifty Thousand (150,000) shares of common stock, with a par value of One Dollar (\$1.00) per share.
- B. The corporation is authorized to issue 10,000,000 shares of preferred stock, all of which will be non-voting. The Board of Directors is authorized to provide for the issuance of such preferred stock in both classes and/or series. By filing the appropriate articles of amendment with the Secretary of the State of Florida, the Board of Directors is authorized to establish the number of shares to be included in each class and/or series and the preferences, limitations, and relative rights of each class and/or series.
- C. The authorized preferred stock is to be divided into series. The first series of preferred stock shall be Class A which shall consist of not less than 8,550,000 shares. These are non-voting shares. The shares of class A preferred stock shall have a par value of \$1.00 per share. The shares shall be non-participating, have a 12.5% non-cumulative dividend based on par value and shall be callable on a pro rata basis at any time; provided however that if called at any time prior to 4 years from date of issuance, the redemption price shall be equal to par value plus an amount equal to the dividends that would have been paid, had the called shares been issued for 4 years, less an amount equal to those dividends that were paid prior to redemption. The redemption price for shares called after they have been issued for 4 or more years shall be the par value plus an amount equal to the dividends that would have been paid prior to redemption less an amount equal to those that were paid.

D. **Notice**

Notice of any proposed redemption shall be mailed by the corporation, postage prepaid, not less than 20 days nor more than 60 days, before the date fixed for redemption, to each holder of record of the preferred shares to be redeemed at his address as the same shall appear on the books of the corporation. The notice of redemption shall state the class or series of shares or part of any class or series of shares to be redeemed, the date fixed for redemption, the redemptive price, and the place at which the shareholders may obtain payment of the redemptive price on surrender of their respective share certificates.



E. **Deposit**

If the corporation shall deposit on or before the date fixed for the redemption of any of the preferred shares, with one or more banks or trust companies, in the United States duly appointed and acting as transfer agent of the corporation, as a trust fund for the benefit of the respective holders of the preferred shares to be redeemed, sums sufficient to redeem the preferred shares called for redemption then. The deposit must be made with irrevocable instructions and authority to any one of the depository banks or trust companies to deliver, in the name of the corporation, the notice of redemption thereof (or to complete the delivery if theretofore begun) and to pay on or after the date fixed for the redemption, to the respective holders of the preferred shares, as evidenced by a list of the holders certified by the president or vice president and the secretary or an assistant secretary, the redemption price thereof on the surrender of the certificates representing the preferred shares so called for redemption. Then from and after the time of the deposit (although before the date fixed for redemption) the preferred shares so called for redemption shall be deemed to be redeemed and dividends thereon shall cease to accrue after said date fixed for redemption. The deposit shall thereafter be deemed to constitute full payment of the preferred shares to the respective holders thereof, and the preferred shares shall no longer be deemed to be outstanding. The holders at that point shall cease to be shareholders with respect to the preferred shares and shall have no rights with respect thereto, except only the right to receive from the bank or banks or trust company or companies payment of the redemption price of the preferred shares without interest, on surrender of the certificate representing the preferred shares so called for redemption. Money so deposited and unclaimed at the end of six years shall be repaid to the corporation and thereafter the holders of the preferred shares called for redemption shall look only to the corporation for payment.

F. **Cancellation of Redeemed Shares**

All shares of preferred shares of any series acquired or redeemed through the operation of any sinking fund or retirement fund, or voluntarily redeemed, shall be retired and canceled and none of the shares shall thereafter be reissued.

G. **Voting Rights**

Except as otherwise provided in these articles or by law, the holders of the common shares shall have exclusive voting rights and powers, including the exclusive right to notice of shareholders' meetings.

H. **Authority of Board of Directors to Fix Terms of Series**

All preferred shares shall be of equal rank and identical, except in the particulars that may be fixed by the Board of Directors as provided above in Paragraph C. Each share of each series shall be identical in all respects with the other shares of the series, except as to the date from which the redemption price shall be calculated. The Board of Directors is authorized and required to fix, in the manner and to the full extent permitted

by law, all provisions of the shares of each series not otherwise set forth in these Articles as long as no provision is inconsistent with the provisions of this Article IV. The Board of Directors shall fix:

#### **Designation of Series – Number of Shares**

1. The distinctive designation of each series and the number of shares that constitutes each series, except the first series, the designation and number of shares of which are set forth in the above Paragraph C above; provided, the number of shares may be increased (except where otherwise provided by the Board of Directors in its resolution creating the series) or decreased (but not below the number of shares of the series then outstanding) from time to time by resolution of the Board of Directors.

#### **Redemption Price**

2. The redemption price or prices, if any, for the shares of each, any, or all series.

#### **Sinking Fund**

3. The obligation, if any, of the corporation to maintain a sinking fund for the periodic redemption of shares of any series and to apply the sinking fund to the redemption of the shares.

#### **Voluntary Liquidation Preferences**

4. The amount payable on shares of each series in the event of any voluntary liquidation, dissolution, or winding up of the affairs of the corporation

#### **I. Dividends – Time for Payment**

Holders of preferred shares shall be entitled to receive dividends, when and as declared by the Board of Directors, to the extent that funds are legally available for the declaration of dividends. Dividends for preferred shares shall be declared and paid at the rate specified for each series per annum of the par value of the shares, shall be payable in preference and priority to any payment of any dividend on common shares, and shall be payable quarterly on the last days of January, April, July, and October, or otherwise as may be determined from time to time by the Board of Directors. The first dividend on an initial issue of any series of preferred shares, however, shall be payable on the quarterly dividend payment date next succeeding the expiration of 30 days after the date any shares of series are issued. The right to dividends on preferred shares of each series shall not be cumulative. No right shall accrue to the holders of these shares by reason of the Board's failure to pay, declare, or set apart dividends for the shares for any period stated above. If dividends could legally have been paid but were not, the

amount that could have been paid shall be fully paid, declared, or set aside for payment without interest before any distribution of dividends or otherwise shall be made or declared for the holders of common shares.

J. **Equal Payment**

No dividend shall be paid on, or declared or set apart for, any share of preferred shares (except the first series) for any quarterly dividend period unless at the same time a like proportionate dividend for the same quarterly dividend period, ratably in proportion to the respective annual dividend rates fixed therefor, shall be paid on, or declared and set apart for, all preferred shares of all series then issued and outstanding and entitled to receive the dividend.

K. **Cumulative Rights**

In no event, as long as any preferred shares shall be outstanding, shall any dividend, whether in cash or property, be paid or declared, nor shall any distribution be made, on any of the common shares. Nor shall any common shares be purchased, or otherwise acquired for value by the corporation, unless and until all the preferred shares of all series shall have been redeemed and a sum sufficient for the payment thereof set apart. Additionally, in no event may the corporation purchase or make any distribution on the common shares if it is in default with respect to any of its obligations for any past period with respect to the sinking fund, if any, to be used for the redemption of any series of preferred shares. The foregoing provisions of this paragraph, however, shall not prohibit a dividend on common shares in exchange for, or through application of the proceeds of the sale of, common shares

L. **Liquidation Preferences—Voluntary Dissolution**

On any voluntary liquidation, dissolution, or winding up of the affairs of the corporation and on any involuntary liquidation, dissolution, or winding up of the corporation, holders of preferred shares shall be entitled to receive the respective amounts fixed in accordance with the provisions of Paragraphs C and H as if the shares were then being redeemed. The holders of the preferred shares shall be entitled to receive no more than the amounts allowed under this Paragraph on the dissolution of the corporation.