

P22000094444

(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



800436872458

09/23/24--0.00--00: **25.0'

24 SEP 23 PM 3:02
ALL INFORMATION CONTAINED
HEREIN IS UNCLASSIFIED
DATE 09/23/24 BY 60322 UCBAW

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: RUN and GETS. CORP

DOCUMENT NUMBER: P22000094444

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

Please return all correspondence concerning this matter to the following:

Alexandre Ballerini

Name of Contact Person

Bruzzone & Gonzalez, PLLC

Firm/ Company

848 Brickell Ave. Suite 830

Address

Miami, FL 33131

City/ State and Zip Code

alexandre.ballerini@bruzzoneygonzalez.com

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

For further information concerning this matter, please call:

Alexandre Ballerini

at (786)

543 7478

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

RUN and GETS, CORP.

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

P22000094444

(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:

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**)

C. Enter new mailing address, if applicable:
(Mailing address **MAY BE A POST OFFICE BOX**)

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 _____

(Florida street address)

New Registered Office Address: _____, 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.

1)	<input type="checkbox"/> Change	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/> Add	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/> Remove	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2)	<input type="checkbox"/> Change	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/> Add	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/> Remove	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3)	<input type="checkbox"/> Change	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/> Add	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/> Remove	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4)	<input type="checkbox"/> Change	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/> Add	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/> Remove	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5)	<input type="checkbox"/> Change	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/> Add	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/> Remove	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6)	<input type="checkbox"/> Change	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/> Add	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/> Remove	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

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

AMENDING ARTICLE VI of Articles of Incorporation filed on 12/28/2022.

SEE ATTACHED ADDITINOAL SHEET WITH THE AMENDED ARTICLE VI.

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)

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 of Class A & Class B shareholders."

(voting group)

April 8, 2024
Dated _____

Signature Carolina Fourt
(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)

Carolina Fourt
(Typed or printed name of person signing)

President
(Title of person signing)

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
RUN AND GETS, CORP.**

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida Profit Corporation adopts the following amendment(s) to its Articles of incorporation.

CORPORATION NAME

The name of the corporation is **RUN AND GETS, CORP.** (the "Corporation").
Document Number: P22000094444

TEXT AND ADOPTION OF AMENDMENTS

The Articles of Incorporation are amended by the amendment of the article stated in its entirety below and identified or referenced as follows:

ARTICLE VI: PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights for shareholders pursuant to the provisions of Section 607.0630(2) Florida Statutes as follows: The Corporation hereby grants to each Class A Shareholders the right to purchase a pro rata portion of new shares which the Corporation may, from time to time, propose to sell and issue.

- (a) The Company shall give written notice (an "Issuance Notice") of any proposed issuance or sale described in this Section to Class A Shareholders within 10 business days following Board approval of such issuance or sale. The Issuance Notice shall, if applicable, be accompanied by a written offer from any prospective purchaser (a "Prospective Purchaser") seeking to purchase New Securities and set forth the material terms and conditions of the proposed issuance, including:
 - i. the number and description of New Securities proposed to be issued and the percentage of the outstanding Shares, on a fully diluted basis, that such issuance would represent;
 - ii. the proposed issuance date, which shall be at least 20 business days from the date of the Issuance Notice; and
 - ii. the proposed purchase price per share.
- (b) Each Class A Shareholder shall for a period of 15 Business Days following the receipt of an Issuance Notice (the "Exercise Period") have the right to elect irrevocably to purchase, at the purchase price set forth in the Issuance Notice, the amount of New Securities equal to the product of: (i) the total number of New Securities to be issued by the Company on the issuance date; and (ii) a fraction determined by dividing (A) the number of Shares owned by such Shareholder

immediately prior to such issuance by (B) the total number of Shares outstanding on such date immediately prior to such issuance (the "Preemptive Pro Rata Portion") by delivering a written notice to the Company (an "Acceptance Notice"). Such Shareholder's election to purchase New Securities shall be binding and irrevocable. The failure of a Shareholder to deliver an Acceptance Notice by the end of the Exercise Period shall constitute a waiver of its rights under this Section with respect to the purchase of such New Securities but shall not affect its rights with respect to any future issuances or sales of New Securities.

- (c) Following the expiration of the Exercise Period the Company shall be free to complete the proposed issuance or sale of New Securities described in the Issuance Notice with respect to which Preemptive Members declined to exercise the preemptive right set forth in this Section on terms no less favorable to the Company than those set forth in the Issuance Notice (except that the amount of New Securities to be issued or sold by the Company may be reduced)