

P23000065699

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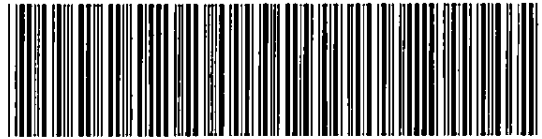
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Whiteout Synergy Inc.

DOCUMENT NUMBER: P23000065699

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

Please return all correspondence concerning this matter to the following:

Jennifer White, President

Name of Contact Person

Whiteout Synergy Inc.

Firm/ Company

1213 SR 7 N

Address

Royal Palm Beach FL 33411

City/ State and Zip Code

crossfitzeal@gmail.com

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

STATE
OF FL

PM 1:41

For further information concerning this matter, please call:

Jennifer White

at (561)

906-0175

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

**AMENDMENT OF THE ARTICLES OF INCORPORATION OF
WHITEOUT SYNERGY, INC., A Florida Corporation**

Pursuant to Fla. Stat. § 607.1006, the undersigned certifies that these amendments were authorized and adopted by the votes of the shareholders on June 3, 2024. The number of votes cast was sufficient for approval.

Further, the shareholders declare that the following Amended Articles shall serve as the Charter and authority for the conduct of business of the corporation.

ARTICLE I — NAME

The name of the corporation is Whiteout Synergy, Inc. (the "Corporation").

New principal office and mailing address 1213 SR 7 N, Royal Palm Beach FL 33411.

ARTICLE II — REGISTERED OFFICE AND AGENT

The address of the Corporation's registered office:

The name of the Corporation's registered agent at such address is Thomas L. White Jr.

ARTICLE III — PURPOSE

In addition to the powers authorized by the laws of the State of Florida for corporations, the general nature of the business or businesses to be transacted, and which the Corporation is authorized to transact, shall be as follows:

1. To carryout the business, management and administration of and d/b/a/ CrossFit Zeal.
2. To engage in any activity or business authorized under the Florida Statutes.
3. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
4. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this Corporation is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
5. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
6. To exercise all or any of the Corporation powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate,

individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of corporations for profit.

7. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this Corporation, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the Corporation to carry on any business, exercise any power, or do any act that a Corporation may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE IV — CAPITALIZATION

The total number of shares of all classes of stock that the Corporation is authorized to issue is 100 shares of stock, consisting of Class A Common Stock, par value \$0.01 per share.

ARTICLE V— EXERCISE OF POWERS

All Corporation powers shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be managed pursuant to the Bylaws of the Corporation. This Article may be amended from time to time in the regulations of the Corporation by a voting method authorized in the Bylaws of the Corporation.

Each holder of shares of Class A Common Stock, as such, shall be entitled to one vote for each share of Class A Common Stock held of record by such holder on all matters on which stockholders generally are entitled to vote.

A shareholder's interest in the Corporation may not be sold, assigned, conveyed, or otherwise transferred except with the written consent as governed by the Bylaws of the Corporation.

On the death, incapacity, resignation, expulsion, bankruptcy, or dissolution of a shareholder, or the occurrence of any other event that terminates the continued membership of a shareholder in the Corporation, the remaining shareholders shall have the right to continue the business on unanimous consent of the remaining shareholders.

No disposition, charge, or encumbrance of either the income or principal due any shareholder by virtue of its ownership of any of the separate shares in corporation, or any

part thereof, by any shareholder by way of anticipation shall be of any validity or legal effect or be in anywise regarded by the corporation, and no such income or principal, or any part, shall in anywise be liable to any claim of any creditor for any such beneficiary, except in those cases where all of the credit extended, liability, claim and/or the assignment of the shareholder's interest hereunder as collateral therefor has first been approved by the Board of Directors in the absolute discretion of the shareholders. In exercising such discretion, the Board of Directors shall ascertain whether or not it would appear to be in the best interest of the corporation or same would appear to be in the contemplation of the Directors that credit be accepted, the claim or liability be allowed and collateral given and may, without stated reason, decline to approve such credit, liability, claim and/or assignment.

ARTICLE VI — BOARD OF DIRECTORS

The number of directors constituting the Board of Directors shall be governed by the Bylaws of the Corporation and as determined by the officers of the Corporation.

ARTICLE VII — LIMITATION OF DIRECTOR LIABILITY

To the fullest extent that the laws of the State of Florida (as they exist on the date hereof or as they may hereafter be amended) permits the limitation or elimination of the liability of directors, no director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. No amendment to, or modification or repeal of, this Article VII shall adversely affect any right or protection of a director of the Corporation existing hereunder with respect to any state of facts existing or act or omission occurring, or any cause of action, suit or claim that, but for this Article VII, would accrue or arise, prior to such amendment, modification or repeal.

ARTICLE VIII — BYLAWS AND CERTIFICATE OF INCORPORATION

(a) Bylaws. The Bylaws of this corporation govern the administration of the corporation affairs and business, and may be altered, amended or repealed and new Bylaws that may be adopted by the Board of Directors. In furtherance and not in limitation of the powers conferred by law, the Board of Directors is expressly authorized to make, alter, amend or repeal the bylaws of the Corporation subject to the power of the stockholders of the Corporation entitled to vote with respect thereto to make, alter, amend or repeal the bylaws at anytime; provided, that with respect to the powers of stockholders entitled to vote with respect thereto to make, alter, amend or repeal the bylaws, in addition to any other vote otherwise required by law, the affirmative vote of the holders of at least seventy-five percent (75%) of the voting power of the outstanding shares of capital stock of the Corporation entitled to vote with respect thereto, voting together as a single class, shall be required to make, alter, amend or repeal the bylaws of the Corporation.

(b) Amendments to the Articles of Incorporation. The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Articles of Amendment of the Articles of Incorporation, in the manner now or hereafter prescribed by Florida law, and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE IX – EXCLUSIVE JURISDICTION FOR CERTAIN ACTIONS

(a) Exclusive Forum. Unless the Board of Directors or one of its committees otherwise approves, in accordance with applicable provisions of the Florida Business Corporation Act ("Corporation Act"), this Articles of Amendment to the Articles of Incorporation and

the bylaws of the Corporation, to the selection of an alternate forum, Palm Beach County Florida shall, to the fullest extent permitted by applicable law, be the sole and exclusive forum for (i) any derivative action or proceeding brought on behalf of the Corporation, (ii) any action asserting a claim of breach of a fiduciary duty owed by any director, officer or other employee of the Corporation to the Corporation or the Corporation's stockholders, (iii) any action asserting a claim against the Corporation arising pursuant to any provision of the Corporation Act or the Corporation's Articles of Amendment of the Articles of Incorporation or bylaws, or (iv) any action to interpret, apply, enforce or determine the validity of this Corporation's Articles of Amendment of the Articles of Incorporation or the bylaws of the Corporation.

(b) Notice and Consent. Any person or entity purchasing or otherwise acquiring any interest in the shares of capital stock of the Corporation shall be deemed to have notice of and consented to the provisions of this Article XII and waived any argument relating to the inconvenience of the forums reference above in connection with any proceeding.

ARTICLE X – SEVERABILITY

If any provision or provisions of these Articles of Amendment of the Articles of Incorporation shall be held to be invalid, illegal or unenforceable as applied to any circumstance for any reason whatsoever: (i) the validity, legality and enforceability of such provisions in any other circumstance and of the remaining provisions of this Articles of Amendment of the Articles of Incorporation (including, without limitation, each portion of any paragraph of this Articles of Amendment of the Articles of Incorporation containing any such provision held to be invalid, illegal or unenforceable that is not itself held to be invalid, illegal or unenforceable) shall not in any way be affected or impaired thereby and (ii) to the fullest extent possible, the provisions of this Articles of Amendment of the Articles of Incorporation (including, without limitation, each such portion of any paragraph of this Articles of Amendment of the Articles of Incorporation containing any such provision held to be invalid, illegal or unenforceable) shall be construed so as to permit the Corporation to protect its directors, officers, employees and agents from personal liability in respect of their good faith service to or for the benefit of the Corporation to the fullest extent permitted by law.

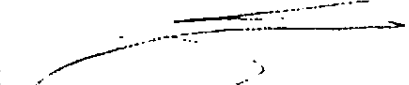
ARTICLE XI — MANAGEMENT & OFFICER(S)

Management of this Corporation is reserved to those authorized to manage pursuant to provisions of the Bylaws. The officers of the Corporation whose names and addresses are:

Jennifer White, President 1213 SR 7 N, Royal Palm Beach FL 33411

ARTICLE XII – DURATION

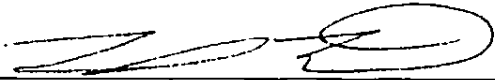
This Corporation shall exist in perpetuity or until dissolved in a manner provided by law, or as provided in the Bylaw adopted by the shareholders and the Directors.

By: 
Jennifer White
President

RECEIVED
FEB 11 2011
PM 1:14

I, Thomas L. White Jr., acknowledge pursuant to § 48.091, Florida Statutes, that, as indicated above, Whiteout Synergy, Inc. has appointed me as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

June 2, 2024



Thomas L. White Jr.
1213 SR 7 N, Royal Palm Beach FL 33411

2024 JUN 11 PM 1:41
CLERK OF STATE
TALLAHASSEE, FL