

P93000074199

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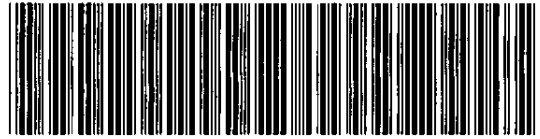
(Business Entity Name)

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TALLAHASSEE FLORIDA

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4/15/09
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: INWARE TECHNOLOGIES, INC. ■

DOCUMENT NUMBER: P93000074199 ■

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

Please return all correspondence concerning this matter to the following:

Christopher E. Mast, Esquire
(Name of Contact Person)

Christopher E. Mast, P.A.
(Firm/ Company)

1059 5th Avenue North
(Address)

Naples, Florida 34102
(City/ State and Zip Code)

For further information concerning this matter, please call:

Christopher E. Mast, Esquire at (239) 434-5922
(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
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**Articles of Amendment
to
Articles of Incorporation
of**

INWARE TECHNOLOGIES, INC.
(Name of Corporation as currently filed with the Florida Dept. of State)

P93000074199
(Document Number of Corporation (if known))

FILED
APR 13 AM 11:39
TALLAHASSEE
SECRETARY OF STATE

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: _____

New Registered Office Address: _____
(Florida street 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

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)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

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

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

Amendment of Article III of the Articles of Incorporation to authorize the Corporation to issue shares of its common stock and preferred stock in series. The designation of each series, statement of variations in relative rights and preferences as between series and statement of the authority of the board of directors to establish series, and fix and determine variations in the relative rights and preferences as between series, has been attached at Exhibit "A".

Amendment of Article VI of the Articles of Incorporation to provide for Board of Directors has been attached at Exhibit "B" the election of the same subject to Exhibit "A" Subparagraph No. 3 (B).

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 provisions for implementation of the stock split, reclassification and change are contained within the Amendment to Article III of the Articles of Incorporation attached at Exhibit "A".

The date of each amendment(s) adoption: April 10, 2009

Effective date if applicable: April 10, 2009

(no more than 90 days after amendment file date)

Adoption of Amendment(s)

(CHECK ONE)

☒ 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)

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated April 10, 2009

Signature _____

(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)

Donald R. Innis

(Typed or printed name of person signing)

President

(Title of person signing)

EXHIBIT "A"

AMENDMENT OF ARTICLE III OF THE ARTICLES OF INCORPORATION OF

INWARE TECHNOLOGIES, INC.,

A Florida corporation

The corporation hereby amends Article III of the Articles of Incorporation, as previously amended May 12, 1994, and shall have the authority to issue shares of its common and preferred stock in series. The designation of each series, a statement of the variations in the relative rights and preferences as between series, and a statement of any authority to be vested in the Board of Directors to establish series, and fix and determine variations in the relative rights and preferences as between series are as follows:

1. The aggregate number of shares of capital stock that the Corporation will have authority to issue is 11,000,000 of which, 10,000,000 shall be shares of Common Stock, no par value, and 1,000,000 shall be shares of Preferred Stock, no par value.

2. Shares of Preferred Stock, no par value, may be issued from time to time in one or more series as may from time to time be determined by the board of directors, each of said series to be distinctly designated. The designations, number, voting powers, preferences and relative, participating, optional and other special rights, and the qualifications, limitations or restrictions thereof, if any, of each such series may differ from those of any and all other series of Preferred Stock at any time outstanding, and the board of directors is hereby expressly granted authority to fix or alter, by resolution or resolutions, and to file a certificate with respect thereto pursuant to the applicable law of the State of Florida, the designation, number, voting powers, preferences and relative, participating, optional and other special rights, and the qualifications, limitations and restrictions thereof, of each such series, including but without limiting the generality of the foregoing, the following:

(i) The distinctive designation of, and the number of shares of Preferred Stock that shall constitute such series, which number (except where otherwise provided by the board of directors in the resolution establishing such series) may be increased or decreased (but not below the number of shares of such series then outstanding) from time to time by like action of the board of directors;

(ii) The rights in respect of dividends, if any, of such series of Preferred Stock, the extent of the preference or relation, if any, of such dividends to the dividends payable on any other class or classes or on any other series of the same or other class or classes of capital stock of the Corporation and whether such dividends shall be cumulative or noncumulative;

(iii) The right, if any, of the holders of such series of Preferred Stock to convert the same into, or exchange the same for, shares of any other class or classes or of any other series of the same or any other class or classes of capital stock of the Corporation, and the terms and conditions of such conversion or exchange;

(iv) Whether or not shares of such series of Preferred Stock shall be subject to redemption, and the redemption price or prices and the time or times at which, and the terms and conditions on which, shares of such series of Preferred Stock may be redeemed;

(v) The rights, if any, of the holders of such series of Preferred Stock upon the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation or in the event of any merger, consolidation or sale of assets by the Corporation;

(vi) The voting powers, if any, of the holders of any series of Preferred Stock generally or with respect to any particular matter, which may be less than, equal to or greater than one vote per share; and

(vii) Such other powers, preferences and relative, participating, optional and other special rights, and the qualifications, limitations and restrictions thereof, as the board of directors shall determine.

3. Of the authorized shares of Preferred Stock, no par value, four hundred (400) shares are hereby designated as "Series A Preferred Stock" which shall have the following designations, powers, preferences and relative and other special rights and the following qualifications, limitations and restrictions:

A. Voting Rights. Except with respect to transactions upon which the Series A Preferred Stock shall be entitled to vote separately as a class pursuant to Section 3(B) below or pursuant to the Florida Business Corporation Act, each holder of Series A Preferred Stock shall be entitled to vote together with the Common Stock and all other series and classes of stock permitted to vote with the Common Stock on all matters submitted to a vote of the holders of the Common Stock. Each holder of Series A Preferred Stock shall be entitled to notice of any stockholders' meeting in accordance with the bylaws of the Corporation at the same time and in the same manner as notice is given to all other stockholders entitled to vote at such meetings. For each vote in which holders of Series A Preferred Stock are entitled to participate, each holder of shares of Series A Preferred Stock shall have the right to one vote for each share of Series A Preferred Stock held at the record date for the determination of those holders entitled to vote on such matters or, if no such record date is established, at the date such vote is taken or any written consent of stockholders is solicited.

B. Election of Directors. The holders of the Series A Preferred Stock voting as a separate class shall have the right to nominate and elect up to three (3) persons to serve on the Board of Directors of the Company (the "Series A Directors"). At any annual or special meeting of the Corporation (or in a written consent in lieu thereof) held for the purpose of electing directors, the presence in person or by proxy (or by written consent) of the holders of a majority of the outstanding voting power of Series A Preferred Stock shall constitute a quorum for the election of the Series A Directors. The holders of a majority of the voting power of the shares of Series A Preferred Stock present in person or by proxy at any meeting relating to the election of directors shall then be entitled to elect the Series A Directors. Any person elected to serve on the Board of Directors of the Company pursuant to this Section may be removed from the Board of Directors only by the affirmative vote of the holders of a majority of the outstanding voting

power of Series A Preferred Stock, voting as a separate class. A vacancy in a seat held by a Series A Director shall be filled by vote or written consent of the holders of a majority of the outstanding voting power of Series A Preferred Stock present in person at any meeting (calculated after the determination of a quorum as provided above) or by written consent.

C. Liquidation. In the event of the liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, after payment or provision for payment of the debts and other liabilities of the Company, each share of Series A Preferred Stock shall be converted into one share of Common Stock and shall be entitled to receive, together with the holders of the Common Stock, out of the assets of the Company legally available for distribution to stockholders, a pro-rata share of the remaining assets and funds of the Corporation.

D. Protective Provisions. So long as any shares of Series A Preferred Stock are outstanding, the Corporation shall not, without first obtaining the approval of the holders of majority of the then outstanding voting power of the shares of Series A Preferred Stock, take any action that: (i) alters the rights, preferences or privileges of the Series A Preferred Stock; (ii) increases or decreases the authorized number of shares of Series A Preferred Stock; (iii) creates any new class or series of shares that has a preference over or is on a parity with the Series A Preferred Stock with respect to voting, dividends, or liquidation preferences, or any other rights and/or remedies; (iv) reclassifies stock into shares having a preference over or on parity with the Series A Preferred Stock with respect to voting, dividends or liquidation preferences, or any other rights and/or remedies; (v) constitutes the sale or other transfer in a single transaction or a series of related transactions of all or substantially all of the assets of the Company; (vi) effects any merger, plan of reorganization or consolidation in which the Company or any subsidiary thereof is a party; (viii) approves any liquidation, dissolution or winding up of the Company; (ix) amends any provision of the Corporation's Certificate of Incorporation or Bylaws; or (x) results in the issuance of additional shares of Common Stock or securities convertible into or exercisable for Common Stock except pursuant to options issued to employees of or consultants to the Corporation that do not exceed, in the aggregate, 10% of the then issued and outstanding shares of Common Stock.

4. Upon the effectiveness of this Amendment (the "Effective Time"), each issued and outstanding share of Common Stock, no par value, issued and outstanding immediately prior to the Effective Time (the "Old Common Stock"), will automatically and without any action on the part of the respective holders thereof be split, reclassified and changed into one hundred (100) shares of Common Stock, no par value, of the Corporation (the "New Common Stock") and one (1) share of Series A Preferred Stock, no par value. The Corporation shall not be obligated to issue certificates evidencing the shares of New Common Stock or Series A Preferred Stock outstanding as a result of the immediately preceding sentence, unless and until the certificates evidencing the shares held by a holder prior to the Effective Time are either delivered to the Corporation, or the holder notifies the Corporation that such certificates have been lost, stolen or destroyed and executes an agreement satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection with such certificates. Each stock certificate that, immediately prior to the Effective Time, represented shares of Old Common Stock shall, from and after the Effective Time, automatically and without the necessity of presenting the same for exchange, represent that number of shares of New Common Stock and Series A Preferred Stock into which the shares of Old Common Stock represented by such certificate shall have been reclassified (as

well as the right to receive cash in lieu of any fractional shares of New Common Stock as set forth above), provided, however, that each holder of record of a certificate that represented shares of Old Common Stock shall receive, upon surrender of such certificate, a new certificate representing the number of shares of New Common Stock and Series A Preferred Stock into which the shares of Old Common Stock represented by such certificate shall have been reclassified as set forth above.

EXHIBIT "B"

**AMENDMENT OF ARTICLE VI OF THE ARTICLES OF INCORPORATION OF
INWARE TECHNOLOGIES, INC.,
A Florida corporation**

The Board of Directors shall consist of not less than two (2) but no more than five (5) members. The number of the members of the Board of Directors shall be restricted to not more than five (5) members in accordance with the Corporation's bylaws and election of the members of the Board of Directors shall be subject to the rights of the holders of Series A Preferred Stock as defined at Paragraph No. 3 (B) of Article III of the Articles of Incorporation as amended.