

P95000003544

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**CORPORATE  
ACCESS,  
INC.**

*When you need ACCESS to the world*

236 East 6th Avenue, Tallahassee, Florida 32303  
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- XX** **FILING** **CORP AMEND** \_\_\_\_\_

1. **8-23 CORPORATION**  
(CORPORATE NAME AND DOCUMENT #) \_\_\_\_\_
2. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #) \_\_\_\_\_
3. \_\_\_\_\_  
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(CORPORATE NAME AND DOCUMENT #) \_\_\_\_\_

**SPECIAL  
INSTRUCTIONS:**

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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 30, 2020

CORPORATE ACCESS, INC.

SUBJECT: 8-23 CORPORATION  
Ref. Number: P95000003544

RECEIVED  
2021 JAN -4 PM 4:19  
TALLAHASSEE, FLORIDA

We have received your document for 8-23 CORPORATION 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 effective date must be specific and cannot be prior to the date of filing.

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.

Yasemin Y Sulker  
Regulatory Specialist III

Letter Number: 520A00026261

*Corrected  
Please file  
with 1st  
date submitted*

ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
8-23 CORPORATION

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Pursuant to the provisions of section 607.1006, Florida Statutes, 8-23 CORPORATION, a Florida Profit Corporation (the "Corporation") adopts the following amendment(s) to its Articles of Incorporation (the "Articles"):

1. Article IV of the Articles is deleted in its entirety and replaced with the following:

ARTICLE IV – CAPITAL STOCK

The total number of shares of capital stock which the Corporation is authorized to issue is 7,500 shares of common stock, \$1.00 par value per share ("Common Stock"), of which (a) 75 shares shall be designated as Voting Common Stock, \$1.00 par value per share (the "Voting Common Stock"), and (b) 7,425 shares shall be designated as Non-Voting Common Stock, \$1.00 par value per share ("Non-Voting Common Stock"). The relative rights, preferences and limitations of the Voting Common Stock and Non-Voting Common Stock are identical in all respects, except that the right to vote for the election of directors and for all other purposes is vested exclusively in the holders of the Voting Common Stock, and the holders of shares of Non-Voting Common Stock do not have voting rights, except as otherwise required by law.

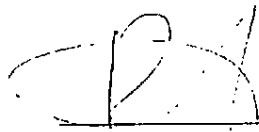
Unless agreed to unanimously by all Shareholders in writing, neither the Corporation nor any Shareholder, Director or Officer of the Corporation shall take any action that jeopardizes the Corporation's election to be taxed under Subchapter S of Chapter 1 of the Internal Revenue Code. Reference to the term "S-Corporation" means a "small business corporation" which has made an election under §1362(a) to be taxed as an S corporation as such S corporation rules are currently contained in Subchapter S of Chapter 1 of the Internal Revenue Code (sections 1361 through 1379). Unless agreed to unanimously by all Shareholders in writing, the Corporation shall continue to be taxed and treated as an S-Corporation for tax purposes, and no provision in this Amendment or the Bylaws of the Corporation (or any other document) shall be interpreted to defeat, disallow or negate the Corporation's S-Corporation treatment, or serves to disqualify the Corporation as an S-Corporation. In the event that any provision in this Amendment conflicts with or otherwise contradicts the Corporation's S-Corporation treatment or serves to disqualify the Corporation's treatment as an S-Corporation, such language shall be declared invalid, null and void and contrary to the intent of the Shareholders, and shall be deemed stricken from in this Amendment as if never a part of the Articles. Notwithstanding the creation of Voting and Non-Voting Stock in this Amendment, every stock (whether voting or non-voting) shall have identical rights and privileges to the Corporation's profits, assets, dividends, and/or liquidation proceeds. Other than the right to vote, the stock of the Corporation (whether voting or non-voting) shall not differ in any manner and shall be given equal treatment in all respects, including without limitation, equal distribution and liquidation rights. In the event that by error or inadvertence, the Corporation issues disproportionate dividends or makes unequal distributions, the Corporation shall issue corrective dividends or distributions eliminating the cumulative amount of the disproportionate dividends distributions, and such disproportionate and corrective dividends or distributions shall be given the appropriate tax effect.

2. This Amendment is dated and shall be effective December 21, 2020.
3. In all other respects the undersigned ratifies and confirms all of the provisions of the Articles of

Page Two of  
Articles of Amendment to  
Articles of Incorporation of  
8-23 Corporation

Incorporation of the Corporation, to the extent not inconsistent with this amendment.

The undersigned certifies that all the shareholders of the Corporation have consented and agreed to the filing of this Articles of Amendment to Articles of Incorporation of 8-23 Corporation.

  
\_\_\_\_\_  
P. Nelson Rodriguez, President