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SECTION 605 JUNE  
TALLAHASSEE, FLORIDA

14 APR 30 PM 2:51

APPROVED  
AND  
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T. LEMIEUX

APR 30 2015

*Green*

Holland & Knight

Requester's Name  
315 South Calhoun Street, suite 600

Address  
Tallahassee, FL 32301 (850)425-5686  
City/State/Zip Phone #

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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. Career Path Training Corp.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

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**NEW FILINGS**

- ☐ Profit  
☐ Not for Profit  
☐ Limited Liability  
☐ Domestication  
☐ Other

**OTHER FILINGS**

- ☐ Annual Report  
☐ Fictitious Name

**AMENDMENTS**

- ☒ Amendment  
☐ Resignation of R.A., Officer/Director  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☐ Merger

**REGISTRATION/QUALIFICATION**

- ☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Trademark  
☐ Other

Examiner's Initials

**ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION  
OF  
CAREER PATH TRAINING CORP.  
Florida Document Number P95000023191**

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**Amendment.**

Article 5 of the Articles of Incorporation of CAREER PATH TRAINING CORP., a Florida corporation ("Corporation") organized pursuant to the provisions of the Florida Business Corporation Act, Chapter 607 Florida Statutes, is hereby amended to read in its entirety as follows:

**Article 5  
Capital Stock**

1. The Corporation hereby authorizes the following capital stock:

A. **Common Stock.** This Corporation shall be authorized to issue TWENTY MILLION (20,000,000) shares of Common Stock [each having a par value of \$0.0001], ("Common Stock") divided into TEN MILLION (10,000,000) shares of Class A Common Stock and TEN MILLION (10,000,000) shares of Class B Common Stock.

B. **Class C Preferred Stock.** This Corporation shall be authorized to issue FIVE MILLION (5,000,000) shares of Class C Preferred Stock [each having a par value of \$0.0001], ("Class C Preferred Stock").

2. **Rights and Preferences of Common Stock and Class C Preferred Stock.** The following Shares of the Corporation shall have the rights and privileges set forth below, which rights and privileges shall be equal except that -

(A) **Class A Common Stock Voting Rights.** Each share of the Class A Common Stock shall have and shall be entitled to cast TEN THOUSAND (10,000) votes on any corporate or shareholder action;

(B) **Class B Common Stock Voting Rights.** Each share of the Class B Common Stock shall have and shall be entitled to cast ONE (1) vote on any corporate or shareholder action;

(C) **Class C Preferred Stock Voting Rights.** Each share of the Class C Preferred Stock shall be entitled to TEN THOUSAND (10,000) votes on any corporate or shareholder action.

(D) unless proscribed by law, if that corporate or shareholder action is ratified, approved or confirmed by the affirmative vote or action of the holders of a majority in number of the issued and outstanding shares of the Class A Common Stock, all votes cast or action taken by the holders of the Class B Common Stock in connection with that corporate or shareholder action shall be deemed to have been cast, voted, and taken in ratification, approval, and confirmation of that corporate or shareholder action notwithstanding the fact that the actual vote or action taken by such holders of the Class B Common Stock may be different; and

(E) unless proscribed by law, if that corporate or shareholder action is not ratified, approved or confirmed by the affirmative vote or action of the holders of a majority in number of the issued and outstanding shares of the Class A Common Stock, all votes cast or action taken by the holders of the Class B Common Stock in connection with that corporate or shareholder action shall be deemed to have been cast, voted, and taken so as not to ratify, approve, or confirm that corporate or shareholder action notwithstanding the fact that the actual vote or action taken by those holders of the Class B Common Stock may be different.

(E) **Annual Dividend.** The holders of the Class A and B Common Stock and Class C Preferred Stock are entitled to a dividend, as determined by the Board of Directors, from time to time, per share of Common Stock, declarable only out of the net profits of the Corporation and in no instance shall Class A, Class B Common Stock and/or Class C Preferred Stock be entitled to interest on any declared and unpaid dividend.

3. **Distribution of Proceeds from a Liquidity Event:** The proceeds from a Liquidity Event, as defined below, will be distributed to the shareholders of the Corporation in the following manner:

To the shareholders of Class A Common Stock, Class B Common Stock, and Class C Preferred Stock pro rata based upon their respective share ownership.

6. **Definitions.**

(A) **"Affiliate"** means, with respect to any Person, any other Person that controls, is controlled by or is under common control with such Person. For purposes of this definition, "control" means possession, directly or indirectly, of the power to direct or cause the director of the management and policies of a Person, whether through the ownership of securities, by contract, or otherwise.

(B) **"Liquidity Event"** means (a) the sale of the Corporation to a third party or parties that is not an Affiliate, as defined herein, or shareholder of the Corporation ("Third Party") pursuant to which the Third Party acquires in a transaction or series of transactions (i) a majority of the outstanding equity interest of the Corporation (whether by merger, consolidation or sale or transfer of the Corporation's equity interests) or (ii) a dissolution, liquidation or winding up of the Corporation and its subsidiary companies. In addition the following events will be deemed a Liquidity Event unless otherwise waived in writing by the holders of Super Preferred Stock and Class C Preferred Stock: (i) the purchase or redemption by the Corporation of any class of its stock in any manner permitted by law, and (ii) the issuance of additional shares of stock of the Corporation.

(C) **"Person"** means an individual, corporation, limited liability company, partnership, association, estate, trust, unincorporated organization, governmental or quasi-governmental agency or boy or other entity or organization.

7. **Recapitalization.** The holders of each class of Capital Stock of the Corporation shall participate in any recapitalization, stock split, or stock dividend on the same basis; provided, however, the class of shares received by the stockholders in any such recapitalization, stock split or stock dividend shall be shares of the same class currently held by each respective holder of Capital Stock.

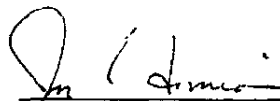
8. **Date of Adoption.**

The foregoing amendment was adopted as of the 29<sup>th</sup> of April, 2014.

9. **Shareholder Approval.**

The amendments were adopted by the shareholders. The number of votes cast for the amendments by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, these Articles of Amendment have been executed on the 29<sup>th</sup> day of April, 2014 to be effective as of the 30<sup>th</sup> day of April, 2014.



Jon C. Tomion  
Chairman of the Board