

Division of Corporations

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Florida Department of State
Division of Corporations
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DCR WORKFORCE, INC.

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March 29, 2018

FLORIDA DEPARTMENT OF STATE
Division of Corporations

DCR WORKFORCE, INC.
7815 NW BEACON SQUARE BLVD.
STE 224
BOCA RATON, FL 33487US

SUBJECT: DCR WORKFORCE, INC.
REF: P95000057959

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Do not attach the 2nd exhibit to the filing as the document is already on file with our office.

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Irene Albritton
Regulatory Specialist II

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TALLAHASSEE, FLORIDA

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Articles of Amendment
to
Articles of Incorporation
of

DCK Workforce, Inc.

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

P956000857959

(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:

(City)

Florida

(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

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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)

Please note the officer/director title by the first letter of the office title.

P = President, VP = Vice President, T = Treasurer, S = Secretary, D = Director, TR = Trustee, C = Chairman or Clerk, CEO = Chief Executive Officer, CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the P/T and Mike Jones is listed as the V. There is a change Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, P/T as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example

☒ Change P/T John Doe

☒ Remove V Mike Jones

☒ Add SV Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____

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

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

ARTICLE III SHARES, is hereby amended as follows:

The total authorized capital stock is One Million (1,000,000) shares of common stock.

Said common stock shall be divided into two (2) classes of stock as follows:

(i) Three Hundred Thousand (300,000) shares of Class A voting common stock; and

(ii) Seven Hundred Thousand (700,000) shares of Class B non-voting common stock.

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 implementing the reclassification of stock will be pursuant to the Plan of Recapitalization.

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**DCR WORKFORCE, INC.
PLAN OF RECAPITALIZATION**

1. Introduction. The following plan describes a recapitalization of DCR Workforce, Inc., a Florida corporation ("DCR") from Three Thousand (3,000) authorized shares of common stock to One Million shares of authorized common stock.

2. Present Capitalization. The authorized capitalization of DCR is presently Nine Hundred (900) shares of Class A voting common stock and Two Thousand One Hundred (2,100) shares of non-voting Class B common stock, owned as follows:

Shareholder	Class A Shares	Class B Shares
Ammu Warrior	900	1,500
Naveen Dua and Ammu Warrior 2008 Dynasty Trust Dated July 1, 2008		600

3. Proposed Recapitalization. DCR will amend its Articles of Incorporation to increase its authorized capital from Three Thousand (3,000) shares of common stock – currently divided into (i) Nine Hundred (900) shares of Class A voting common stock (the "Old Class A Stock") and (ii) Two Thousand One Hundred (2,100) shares of non-voting Class B common stock (the "Old Class B Stock") – into (i) Three Hundred Thousand (300,000) shares of Class A voting common stock (the "New Class A Stock") and (ii) Seven Hundred Thousand (700,000) shares of non-voting Class B common stock (the "New Class B Stock"). The Class A Stock and Class B Stock shall retain the rights, characteristics, and privileges of the Class A Stock and Class B Stock previously created by amendment to the Articles of incorporation filed November 2, 2009 with the Florida Department of State, Division of Corporations. Under the proposed plan, one (1) share of the presently outstanding Old Class A Stock will be surrendered in exchange for Three Hundred Thirty Three and One-Third (333⅓) shares of New Class A Stock and one (1) share of the presently outstanding Old Class B Stock will be surrendered in exchange for Three Hundred Thirty Three and One-Third (333⅓) shares of New Class B Stock in accordance with the following schedule:

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Shareholder		Old Class A Shares Surrendered		Old Class B Shares Surrendered
		New Class A Shares Issued		New Class B Shares Issued
Aminu Warriar		900		1,500
		300,000		500,000
Navren Dua and Aminu Warrior 2008 Dynasty Trust Dated July 1, 2008				600
				200,000

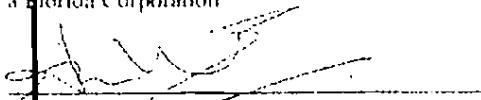
4. Purpose of Plan. In the unanimous opinion of the shareholders of DCR and its Board of Directors, the proposed recapitalization and exchange will continue to provide for continuity in the management and operations of DCR while providing a vehicle to better facilitate and encourage future shareholders to be active in the orderly transition of management from generation to generation.

5. Offer of Exchange. DCR's shareholders listed above may designate their acceptance of the proposed transactions, and their agreement to make the exchanges, by executing the Acceptance of Plan of Recapitalization.

6. Implementation of Plan. Following approval by the shareholder of DCR, a Certificate of Amendment to the Articles of Incorporation setting forth the changes in the capital structure of DCR will be submitted to the Florida Secretary of State, Division of Corporations for filing. The shareholders accepting the transactions described herein will then be entitled, upon the surrender of any existing stock certificates of Old Class A Shares and Old Class B Shares, to receive stock certificates representing the New Class A Shares and New Class B Shares set forth opposite their name in the schedule to Paragraph 3 above.

IN WITNESS WHEREOF, DCR has caused this Plan to be executed effective the 1st day of January, 2018.

DCR WORKFORCE, INC.,
a Florida Corporation


Name: Aminu Warriar
Title: President

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The date of each amendment(s) adoption: _____, if other than the date this document was signed.

Effective date if applicable: January 1, 2018

(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 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
- _____
- (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 _____

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)

Amma Warriar

(Typed or printed name of person signing)

President

(Title of person signing)

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