

P98000033497

Florida Department of State
Division of Corporations
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
K&K ELECTRIC, INC.**

Certificate of Status	1
Certified Copy	1
Page Count	07
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AUG 12 2021
S. PRATHER

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: K&K Electric, Inc.

DOCUMENT NUMBER: P98000033497

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

Please return all correspondence concerning this matter to the following:

Christopher N. Ferrara
Name of Contact Person
K&K Electric, Inc.
Firm/ Company
645 Voltage Way
Address
Sanford, FL 32773
City/ State and Zip Code
chris@kkelectric.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Chip Gray at (407) 481-5274
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 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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Articles of Amendment
to
Articles of Incorporation
of

K&K Electric, Inc.

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

P98000033497

(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: _____, 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

Check if applicable

☐ The amendment(s) is/are being filed pursuant to s. 607.0120 (11) (e), F.S.

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; V = 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 PST 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, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

Type of Action
(Check One)

Title

Name

Address

1) ☐ Change

☐ Add

☐ Remove

2) ☐ Change

☐ Add

☐ Remove

3) ☐ Change

☐ Add

☐ Remove

4) ☐ Change

☐ Add

☐ Remove

5) ☐ Change

☐ Add

☐ Remove

6) ☐ Change

☐ Add

☐ Remove

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

Effective date if applicable: _____
(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 incorporators, or board of directors without shareholder action and shareholder action was not required.

☒ 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)

August 10, 2021
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)

Christopher N. Ferrara

(Typed or printed name of person signing)

President

(Title of person signing)

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EXHIBIT A**ATTACHMENT TO ARTICLES OF AMENDMENT
OF K&K ELECTRIC, INC.****1. Article IV is amended to read as follows:****ARTICLE IV - Capital Stock**

The Corporation shall have the authority to issue One Million (1,000,000) shares of which Four Hundred Ninety Thousand (490,000) shares shall be designated as Class A Preferred Stock, without par value, and Five Hundred Ten Thousand (510,000) shares shall be designated Class B Common Stock, without par value.

The holders of issued and outstanding shares of Class A Preferred Stock shall be entitled to receive dividends in preference to any dividend on Class B Common Stock equal to \$162,295 per year, for a period of five (5) years, commencing in the year 2021, and fully paid on or before December 31, 2025, equaling a total dividend in the sum of Eight Hundred Eleven Thousand Four Hundred Seventy-Five and 00/100 Dollars (\$811,475) (the "Special Dividend"). The Company shall have the option to pay the Special Dividend in equal annual amounts or in such other annual or less or more frequent amounts as the Board of Directors may determine as long as the Special Dividend is fully paid no later than December 31, 2025. Each share of Class A Preferred Stock will be convertible into one share of Class B Common Stock upon 30 days' notice by the holder of such share to the Corporation. The Class A Preferred Shares shall be callable by the Corporation upon 90 days' notice from the Corporation to the holders of the Class A Preferred Shares at a redemption price per share computed as the current fair market value of (i) one share of Class B Common Stock plus (ii) a payment in cash equal to the present value (calculated using a discount rate of 10% per annum) of all unpaid Special Dividend (whether or not accrued) on per such share from the date of issuance of the Class A Preferred Stock through the five (5) year period ending on December 31, 2025. The holder of the Class A Preferred Stock shall nevertheless be entitled to exercise the conversion privilege during the 60 day period beginning on the date of notice of the call.

While the holders of the Class A Preferred Stock are entitled to receive the Special Dividend, the Board of Directors, in its sole discretion, may declare dividends payable to the holders of the Class A Preferred Stock beyond what is required without declaring a dividend payable to the holders of the Class B Common Stock. After the Special Dividend has been paid, if the Board of Directors, in its sole discretion, declares a dividend to shareholders that is not payable solely to the holders of the Class A Preferred Stock, the holders of the Class A Preferred Stock shall participate in dividends to shareholders on the same basis as the holders of the Class B Common Stock, without regard to class, share and share alike. On any liquidation, dissolution, or winding up of the Company, whether voluntary or involuntary, before any distribution of cash or other assets is made to the holders of the Class B Common Stock, the holders of the Class A Preferred Stock will be entitled to receive the unpaid balance of the Special Dividend. Upon the payment in full of the Special Dividend, the remaining assets of the Company will be divided and distributed ratably among the holders of the Class B Common Stock and Class A Preferred Stock, without regard to class, share and share alike. Each share of Class B Common Stock and Class A Preferred Stock will carry one (1) vote for each share of Class B Common Stock or Class A Preferred Stock held by each shareholder of the Company. The Class B Common Stock will vote together with the Class A Preferred Stock and not as a separate class, except as specifically provided herein or as otherwise

required by law. Any prior designation of rights, preferences, privileges and restrictions relating to the Class A Preferred Stock is null and void.