

Florida Department of State

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To:

Division of Corporations
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
EMPLOYER MANAGEMENT SOLUTIONS, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$35.00

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
EMPLOYER MANAGEMENT SOLUTIONS, INC.**

Employer Management Solutions, Inc., does hereby amend and restate its Articles of Incorporation by filing these Amended and Restated Articles of Incorporation, pursuant to Section 607.1007, Florida Statutes, which will replace all prior Articles of Incorporation and amendments thereto.

1. The name of the corporation is Employer Management Solutions, Inc.
2. Set forth below is the text of the Amended and Restated Articles of Incorporation:

ARTICLE 1

NAME

The name of the Corporation is EMPLOYER MANAGEMENT SOLUTIONS, INC. (the "Corporation").

ARTICLE 2

DURATION AND EXISTENCE

The Corporation shall exist perpetually.

ARTICLE 3

PURPOSE

The purpose of this Corporation shall be to engage in any lawful act or activity for which corporations may be organized and incorporated under the Act.

ARTICLE 4

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office address and mailing address of the Corporation is 7650 W Courtney Campbell Causeway, Suite 1125, Tampa, Florida 33607.

ARTICLE 5

CAPITAL STOCK

The Corporation shall be authorized to have a maximum number of ten million (10,000,000) shares of stock outstanding at any time. The shares shall consist of five million (5,000,000) Class A voting common shares with a par value of ten cents (\$.10) per share and five million (5,000,000) Class B non-voting common shares having a par value of ten cents (\$.10) per

share. Each class of shares shall be identical in all respects, except the Class B non-voting shares will carry no right to vote on any matter presented to the Shareholders for their vote or approval. Class B non-voting common stock shall hold no preemptive right.

ARTICLE 6

DIRECTORS

The Corporation shall have two (2) directors. The number of directors may be increased or decreased from time to time in accordance with the bylaws but shall never be less than one (1). The name and address of the directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Elaine C. Myrback	7650 W Courtney Campbell Causeway Suite 1125 Tampa, Florida 33607
Douglas S. Myrback	7650 W Courtney Campbell Causeway Suite 1125 Tampa, Florida 33607

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ARTICLE 7

REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 4515 West Dale Avenue, Tampa, Florida 33609, and the name of the registered agent of the Corporation at that address is Elaine C. Myrback.

ARTICLE 8

BYLAWS

The bylaws may be adopted, altered, amended, or repealed by either the shareholders or the board of directors, but the board of directors may not amend or repeal any bylaws adopted by shareholders if the shareholders specifically provide such bylaws are not subject to amendment or repeal by the directors.

ARTICLE 9

AMENDMENT

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

(signatures appear on the following page)

IN WITNESS WHEREOF, the undersigned, as President of the corporation, has executed these Amended and Restated Articles of Incorporation this 23rd day of December, 2020.

EMPLOYER MANAGEMENT SOLUTIONS,
INC.

By: /s/ Elaine C. Myrback
Elaine C. Myrback, President

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept the service of process for the above-stated Corporation at the place designated in these Articles, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned agrees to comply with the provisions of all statutes relating to the proper and complete performance of her duties, and is familiar with and accepts the obligations of the position as registered agent as provided for in Chapter 607, F.S.

/s/ Elaine C. Myrback
Elaine C. Myrback

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EXHIBIT A

TO

AMENDED AND RESTATED ARTICLES OF INCORPORATION

1. The amendments contained in the Amended and Restated Articles of Incorporation have been adopted by all of the Shareholders and Directors of the Corporation on December 23, 2020.

2. There is only one voting group entitled to vote on the foregoing amendments. The number of votes cast for said amendments by said voting group was sufficient for approval by that voting group.

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