

King David Lee
 Form 4
 December 15, 2017

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 King David Lee

(Last) (First) (Middle)

C/O PRIMORIS SERVICES
 CORPORATION, 2100
 MCKINNEY AVENUE, SUITE
 1500

(Street)

DALLAS, TX 75201

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Primoris Services Corp [PRIM]

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/01/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chief Executive Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	12/01/2017		S	9,077 D \$ 27.43	6,242	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
King David Lee C/O PRIMORIS SERVICES CORPORTATION 2100 MCKINNEY AVENUE, SUITE 1500 DALLAS, TX 75201	X		Chief Executive Officer	

Signatures

/s/ Peter J. Moerbeek, by power of attorney 12/15/2017
**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
 ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
 Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
 Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. >for the Past Five Years and Directorships in Public Companies
 Chad Hoehne
 President, Chief Executive Officer and Chief Financial Officer

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See "Election of Directors" above.

Summary Compensation Table

The table below summarizes the total compensation paid or earned during the fiscal years ended December 31, 2008 and 2007 by (i) each individual serving as our principal executive officer during the fiscal year ended December 31, 2008; and (ii) the two other most highly compensated individuals who served as an executive officer of the Company as of December 31, 2008 and whose total compensation received from the Company during such fiscal year (other

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than non-qualified deferred compensation earnings, if any) exceeded \$100,000 (the “named executives”). As indicated below, only Chad Hoehne (our President, Chief Executive Officer and Chief Financial Officer) qualifies as a named executive.

Name and Principal Position	Year	Salary	All Other Compensation	Total
Chad Hoehne	2008	\$ 330,000	\$ 0	\$ 330,000
President, Chief Executive Officer and Chief Financial Officer	2007	\$ 299,755	\$ 0	\$ 299,755

The Company does not have any written employment agreements with any of its employees, including Mr. Hoehne. The Company’s arrangement with Mr. Hoehne is to pay him \$260,000 for his services as the Company’s President, Chief Executive Officer and Chief Financial Officer for the fiscal 2009, excluding discretionary bonuses that the Board of Directors may authorize.

Outstanding Equity Awards at Fiscal Year End

The following table sets forth information concerning stock options held by the named executives at December 31, 2008:

Name	Number of Securities Underlying Unexercised Options (1)	Option Exercise Price	Option Expiration Date
Chad Hoehne President, Chief Executive Officer and Chief Financial Officer	157,500	\$ 0.125	12/31/2010

(1) All options reflected in the table above are currently exercisable.

Director Compensation

The Board of Directors has not established a formal compensation policy for its directors. The directors did not receive any cash payments or common stock in recognition for services provided during 2008. The Board of Directors has paid each of its directors \$2,500 for their services as directors during 2009. All directors are reimbursed for travel and other out-of-pocket expenses incurred in connection with attending meetings of the Board of Directors.

AMENDMENT TO ARTICLES OF INCORPORATION
TO INCREASE SHARES OF CAPITAL STOCK AUTHORIZED FOR ISSUANCE

(Proposal Three)

The Company is proposing an amendment to its Articles of Incorporation, as amended, to increase in the number of shares of capital stock authorized for issuance to a total of 25,000,000.

The Company currently has 5,000,000 shares of capital stock authorized for issuance under its Articles of Incorporation, as amended. As of November 9, 2009, there were 4,162,234 shares of common stock issued and outstanding, and another 337,500 shares of common stock reserved for issuance or issuable upon the exercise of outstanding options and warrants. This leaves 500,266 shares of our common stock available for future issuances which provides little flexibility should the need arise for future financing or other opportunities or circumstances which may require or be appropriately addressed through the issuance of additional shares.

Accordingly, the Board of Directors has authorized and directed the Company to submit for stockholder approval a proposed amendment to the Company's Articles of Incorporation to increase the number of authorized shares of capital stock to 25,000,000. The Company does not have any current contractual commitments or arrangements to issue any additional shares of common stock (or other capital stock). Nevertheless, our stockholders should understand that our Board of Directors is contemplating, but to date has not passed or even formally considered any resolution or other authorization, effecting a 3-for-1 forward stock split (stock dividend) in the event that sufficient shares become available upon the approval of this proposal. The Board believes that having a greater number of shares outstanding may facilitate a more active secondary trading market for the Company's common stock primarily by making it easier and more cost effective to purchase round lots of common shares (i.e., groups of 100 shares) and increasing the number of shares available for sale. If the Board of Directors were to effect a 3-for-1 forward stock split (stock dividend), upon completion of such action approximately 12,486,702 shares would be outstanding.

The issuance of additional shares of common stock (or other capital stock) by the Company may potentially have an anti-takeover effect by making it more difficult to obtain stockholder approval of various transactions. For example, the proposed increase in the number of authorized shares could enable the Board of Directors to issue shares of stock to render more difficult an attempt by another person or entity to obtain control of the Company. Presently, the Board of Directors has no intention of issuing additional shares for such purposes and has no knowledge of any takeover efforts.

The full text of the proposed amendment to the Company's Articles of Incorporation is attached to this Proxy Statement as Annex A. The Company believes that failing to effect the amendment contemplated by this proposal could hinder future efforts to obtain financing, enter into a strategic partnership or joint venture transaction, acquire other businesses through the issuance of capital stock or attract or retain qualified management and employees. In sum, the Board of Directors believes the proposed amendment is advisable and in the best interests of the Company.

Summary of the Amendment

The amendment will consist of a revision of the FOURTH article of the Company's Articles of Incorporation, as amended, to amend and restate Sections 4.01 and 4.02 as follows:

4.01 Authorized Shares. The aggregate number of capital shares which this corporation shall have the authority to issue is Twenty-Five Million (25,000,000) shares, each with a par value of \$.001, and such shares shall be issued for such consideration, expressed in dollars, as the Board of Directors may, from time to time, determine.

4.02 Consideration for Shares. All shares of capital stock shall be issued by this corporation for cash, property or services actually performed, for no less than the par value of \$.001. All shares will, upon their issuance, be fully paid and non-assessable.

As noted above, the complete text of the form of the amendment is attached to this Proxy Statement as Annex A.

Authorized but unissued shares of common stock of the Company may be issued at such times, for such purposes, and for such consideration as the Board of Directors may determine to be appropriate without further authority from the Company's stockholders, except as otherwise required by applicable corporate law or the applicable listing standards of the Bulletin Board or any subsequent exchange or automated quotation system on which the Company's securities are traded.

The authorization of additional shares called for by this proposal will not affect the rights, such as voting and liquidation rights, of the shares of common stock currently outstanding. Under the our current Articles of Incorporation, stockholders do not have pre-emptive rights. Nothing in the proposed amendment will provide any pre-emptive rights to any holders of our capital stock. Therefore, should the Board of Directors later elect to issue additional shares of stock, existing stockholders would not have any preferential rights to purchase those shares, and the issuance could have a dilutive effect on earnings per share, book value per share and the relative voting power of then-current stockholders.

If the proposed amendment is adopted, it will become effective upon the filing of Certificate of Amendment to the Company's Articles of Incorporation with the Secretary of State of Nevada.

AMENDMENT TO ARTICLES OF INCORPORATION
TO GRANT THE BOARD OF DIRECTORS WITH
BLANK CHECK PREFERRED AUTHORITY

(Proposal Four)

The Company is proposing an amendment to its Articles of Incorporation, as amended, to grant the Board of Directors with the power and authority to create and designate separate classes of capital stock. This power is commonly referred to as “blank-check preferred” authority.

The Articles of Incorporation of the Company, as amended, do not clearly provide the Board of Directors with authority to create separate classes of capital stock, which authority is required by Nevada corporate law to be set forth in the articles of incorporation of a Nevada corporation if the board of directors of such corporation is to have the power and authority to create and designate separate classes of capital stock. Our Board of Directors believes that vesting the Board of Directors with the clear power and authority to designate and create separate classes of capital stock is critical to the flexibility of the Company to obtain future financing when and as needed, enter into strategic partnerships or joint ventures, and acquire other businesses through the issuance of stock. In many cases, the creation of a different class of stock is required by financiers or sellers of a business as a condition to consummating a transaction.

Our stockholders should understand that granting our Board of Directors with the power and authority to create and designate separate classes of capital stock means that the Board of Directors, without any action or subsequent approval by our stockholders, may designate and issue shares in such classes or series (including other classes or series of preferred stock) as it deems appropriate and establish the rights, preferences and privileges of such shares, including dividends, liquidation and voting rights. In this regard, the rights of holders of other classes or series of stock that may be designated and issued could be superior to the rights of holders of our common stock. The Company does not have any current commitments or plans to designate any additional classes of capital stock.

The full text of the proposed amendment to the Company’s Articles of Incorporation is attached to this Proxy Statement as Annex B. The Company believes that failing to effect the amendment contemplated by this proposal could hinder future efforts to obtain financing or enter into a strategic partnership or joint venture transaction. In sum, the Board of Directors believes the proposed amendment is advisable and in the best interests of the Company.

Summary of the Amendment

The amendment will consist of a revision of the FOURTH article of the Company’s Articles of Incorporation, as amended, to add a new Section 4.03 as follows:

4.03 Designation and Issuance of Additional Classes or Series of Stock. Shares of additional classes of capital stock (including preferred stock) may be issued from time to time in one or more series as may from time to time be determined by the Board of Directors. Each class or series shall be distinctly designated pursuant to an amendment to these articles of incorporation, the filing of a certificate of amendment or designation or in any other manner permitted by law. The powers, preferences and relative, participating, optional and other rights (including voting rights and rights upon liquidation) of each such class or series of capital stock, and the qualifications, limitations or restrictions thereof, if any, may differ from those of any and all other classes or series of capital stock at any time outstanding. The Board of Directors is expressly granted the power and authority to fix, by resolution(s) adopted prior to the issuance of any such shares, the designation, powers, preferences and relative, participating, optional and other rights, and the qualifications, limitations and restrictions thereof, if any. The Board of Directors is also expressly authorized to allow for conversion or exchange of any class or series of capital stock into or for another class or series

Explanation of Responses:

of capital stock under terms and conditions as determined by the Board of Directors. Unless otherwise specifically designated in resolutions of the Board of Directors, all capital stock issued by this corporation shall be common stock.

As noted above, the complete text of the form of the amendment is attached to this Proxy Statement as Annex B.

If the proposed amendment is adopted, it will become effective upon the filing of Certificate of Amendment to the Company's Articles of Incorporation with the Secretary of State of Nevada.

CORPORATE GOVERNANCE MATTERS

Board of Directors

The Company's Board of Directors is currently comprised of three directors, each of which has been nominated for re-election to the Board of Directors (see Proposal Two). The Board has determined that Mr. Oliveri qualifies as an "independent director" as such term is defined in Rule 4200(a)(15) of the NASDAQ listing standards.

The Board of Directors held one meeting during fiscal year 2008 and took action by written consent on two occasions. During the 2008 fiscal year, each director attended at least 75% of the meetings of the Board of Directors. Although the Company has no formal policy regarding directors' attendance at the Company's annual stockholders meetings, the Company encourages such attendance by members of the Board of Directors. All member(s) of the Board of Directors attended the Company's 2008 annual stockholders meeting

The Board of Directors has no standing audit committee, compensation committee, nominating committee or corporate governance committee. Instead, the entire Board of Directors discharges the duties normally undertaken by such committees. In this regard, Messrs. Hoehne and Siqveland are not considered "independent directors" as that term is defined in Rule 4200(a)(15) of the NASDAQ listing standards. The Board of Directors has determined that having multiple committees would not provide any substantial benefit to the Company or its stockholders given the current composition of the Board of Directors and the state of the Company's operations. In lieu of paying for the expenses associated with additional committees and meetings, the Board of Directors has determined that, through the present this time, it is more appropriate to use the Company's resources for operational purposes. Nevertheless, the Board of Directors is open to the possibility of creating committees as new directors (especially those qualifying as "independent directors," such as the two new director-nominees proposed for election to the Board under Proposal Two) are added to the Board of Directors. Accordingly, the Board of Directors intends to revisit the issue of committees and committee composition upon the conclusion of the Annual Meeting.

Nomination of Directors

As indicated above, the Company does not have a standing nominating committee (or other committee performing similar functions). Currently, the full Board of Directors participates in the consideration of all director-nominees. As indicated above, only Mr. Oliveri qualifies as an "independent director." The full Board of Directors does not employ any charter or other form of official written policy or guidelines for the purposes of considering director-nominees. Nevertheless, when considering director-nominees, the Board of Directors recruits and considers candidates without regard to race, color, religion, sex, ancestry, national origin or disability. Generally, the Board of Directors will consider each candidate's business and industry experience, his or her ability to act on behalf of stockholders, overall Board diversity, potential concerns regarding independence or conflicts of interest and other factors relevant in evaluating director-nominees. Typically, the candidate will meet with at least a majority of the directors serving on the Board of Directors. The Board of Directors will also consider a candidate's personal attributes, including without limitation personal integrity, loyalty to the Company and concern for its success and welfare, willingness to apply sound and independent business judgment, awareness of a director's vital role in the Company's good corporate citizenship and image, time available for meetings and consultation on Company matters, and willingness to assume broad, fiduciary responsibility.

Our stockholders may recommend to the Board of Directors candidates to be considered for election at the Company's annual stockholders meeting. In order to make such a recommendation, a stockholder must submit the recommendation in writing to the Board of Directors, in care of the Company's Secretary, at the Company's headquarters address, at least 120 days prior to the mailing date of the previous year's annual meeting proxy statement. For recommendations applicable to the 2010 annual shareholder meeting, such written recommendations must be received by August , 2010. To enable the Board of Directors to evaluate the candidate's qualifications, stockholder recommendations must include the following information:

- the name and address of the nominating stockholder and the director candidate
- a representation that the nominating stockholder is a holder of record of the Company's capital stock entitled to vote at the current year's annual meeting
- a description of any arrangements or understandings between the nominating stockholder and the director candidate(s) being recommended, pursuant to which the nomination(s) are to be made by the shareholder
- a resume detailing the educational, professional and other information necessary to determine if the nominee is qualified to serve as a Company director
- such other information regarding each nominee proposed by such stockholder as would have been required to be included in a proxy statement filed pursuant to the proxy rules of the SEC had each nominee been nominated by the Board of Directors, and
- the consent of each nominee to serve as a director of the Company, if elected.

Code of Business Conduct and Ethics

We have adopted a Code of Business Conduct and Ethics that applies to all of our directors, officers and employees, including our principal executive officer, principal financial officer, principal accounting officer or controller and persons performing similar functions. A current copy of the Code of Business Conduct and Ethics is available on our website at <http://www.tabletrac.com> under the heading "Investor Relations," and we intend to disclose on this website any amendment to, or waiver of, any provision of the Code of Business Conduct and Ethics applicable to our directors or executive officers that would require disclosure under SEC rules. A current copy of the Code of Business Conduct and Ethics may also be obtained, without charge, upon written request directed to us at: Table Trac, Inc., 15612 Highway 7, Suite 331, Minnetonka, MN 55345.

Stockholder Communications with Directors

Our Board has established a means for stockholders and others to communicate with our Board of Directors. If a stockholder has a concern regarding our financial statements, accounting practices or internal controls, governance practices, business ethics or corporate conduct, the concern should be submitted in writing to the Chairman of the Board, Mr. Chad Hoehne, in care of our Secretary at the address listed above. If a stockholder is unsure as to which category the concern relates, the stockholder may communicate it to the independent director in care of our Secretary at the address listed above. All stockholder communications will be forwarded to the applicable director(s).

SECURITY OWNERSHIP OF
CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information regarding beneficial ownership of our common stock as of November 9, 2009, by (i) each person known by us to be the beneficial owner of more than five percent of our outstanding common stock, (ii) each director and nominee for election as a director of the Company, (iii) each executive officer of the Company included in the Summary Compensation Table, and (iv) all current executive officers and directors as a group.

Unless otherwise indicated, each person or entity named in the table has sole voting power and investment power (or shares that power with that person's spouse) with respect to all shares of common stock listed as owned by that person or entity. Unless otherwise indicated, the address of each of the following persons is 15612 Highway 7, Suite 331, Minnetonka, Minnesota 55345.

Name and Address	Shares of Common Stock Beneficially Owned (1)	Percentage of Common Stock Beneficially Owned (1)
Chad Hoehne (2)	1,138,600	27.4%
Robert R. Siqveland (3)	170,500	4.1%
Thomas Oliveri (4)	20,000	*
Executive officers and directors as a group (5)	1,329,100	31.9%
Doucet Asset Management, LLC (6)	368,177	8.8%

* Less than one percent (1%).

(1) Beneficial ownership is determined in accordance with SEC rules, beneficial ownership includes any shares as to which the security or stockholder has sole or shared voting power or investment power, and also any shares which the security or stockholder has the right to acquire within 60 days of the date hereof, whether through the exercise or conversion of any stock option, convertible security, warrant or other right. The indication herein that shares are beneficially owned is not an admission on the part of the security or stockholder that he, she or it is a direct or indirect beneficial owner of those shares.

(2) Mr. Hoehne is the Company's President, Chief Executive Officer, Chief Financial Officer and Chairman of the Board of Directors.

(3) Mr. Siqveland is the Company's corporate Secretary and a director.

(4) Mr. Oliveri is a director of the Company.

(5) Consists of three persons—Messrs. Hoehne, Siqveland and Oliveri.

(6) Information is based solely on the Schedule 13D filed by Doucet Asset Management, LLC, Doucet Capital, LLC, Christopher L. Doucet and Suzette A. Doucet on October 22, 2009. Based on such filing, the individual beneficial owners of the shares held by Doucet Asset Management, LLC are Christopher L. Doucet and Suzette A. Doucet.

CERTAIN RELATIONSHIPS AND TRANSACTIONS

None.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Securities Exchange Act of 1934 requires the Company's officers and directors, and persons who own more than ten percent of any registered class of the Company's equity securities (in our case, our common stock), to file reports of ownership and changes in ownership with the SEC. Officers, directors and greater-than-ten-percent stockholders are required by SEC regulations to furnish the Company with copies of all Section 16(a) forms they file.

Based solely on review of the copies of the Forms 3, 4 and 5 (and amendments thereto) that we received or are aware of with respect to transactions during fiscal 2008, we believe that the Company's officers, directors and greater-than-ten-percent beneficial owners complied with all applicable Section 16(a) filing requirements.

STOCKHOLDER PROPOSALS AND DISCRETIONARY PROXY VOTING AUTHORITY

Any stockholder desiring to submit a proposal for action by the stockholders at the next annual stockholders' meeting, which will be the 2010 annual meeting, must submit that proposal in writing to the Secretary of the Company at the Company's corporate headquarters no later than July 21, 2010 to have the proposal included in the Company's proxy statement for that meeting. Due to the complexity of the respective rights of the stockholders and the Company in this area, any stockholder desiring to propose such an action is advised to consult with his or her legal counsel with respect to such rights. The Company suggests that any such proposal be submitted by certified mail, return-receipt requested.

Rule 14a-4 promulgated under the Securities Exchange Act of 1934 governs the Company's use of its discretionary proxy voting authority with respect to a stockholder proposal that the stockholder has not sought to include in the Company's proxy statement. Rule 14a-4 provides that if a proponent of a proposal fails to notify the Company at least 45 days prior to the month and day of mailing of the prior year's proxy statement, management proxies will be allowed to use their discretionary voting authority when the proposal is raised at the meeting, without any discussion of the matter.

With respect to the Company's 2010 annual meeting, if the Company is not provided notice of a stockholder proposal, which the stockholder has not previously sought to include in the Company's proxy statement, by October 5, 2010, the management proxies will be allowed to use their discretionary authority as outlined above.

SOLICITATION

The Company will bear the cost of preparing, assembling and mailing the proxy, Proxy Statement, Annual Report and other material which may be sent to the stockholders in connection with this solicitation. Brokerage houses and other custodians, nominees and fiduciaries may be requested to forward soliciting material to the beneficial owners of stock, in which case they may be reimbursed by the Company for their expenses in doing so. Proxies are being solicited primarily by mail. Nevertheless, officers and employees of the Company may solicit proxies personally, by telephone, by special letter, or via the Internet.

The Board of Directors does not intend to present to the meeting any other matter not referred to above and does not presently know of any matters that may be presented to the meeting by others. If, however, other matters come before the meeting, it is the intent of the persons named in the enclosed proxy to vote the proxy in accordance with their best judgment.

By Order of the Board of Directors:

ROBERT R. SIQVELAND
Secretary

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CERTIFICATE OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
TABLE TRAC, INC.

The undersigned corporation, organized under the laws of the State of Nevada, to amend its articles of incorporation, as amended, in accordance with Chapter 78 of the Nevada Revised Statutes, hereby certifies:

FIRST: The name of the corporation is Table Trac, Inc.

SECOND: Sections 4.01 and 4.02 of Article IV of the articles of incorporation, as amended, are hereby amended to read in their entirety as follows:

4.01 Authorized Shares. The aggregate number of capital shares which this corporation shall have the authority to issue is Twenty-Five Million (25,000,000) shares, each with a par value of \$.001, and such shares shall be issued for such consideration, expressed in dollars, as the Board of Directors may, from time to time, determine.

4.02 Consideration for Shares. All shares of capital stock shall be issued by this corporation for cash, property or services actually performed, for no less than the par value of \$.001. All shares will, upon their issuance, be fully paid and non-assessable.

THIRD: The stockholders of the corporation adopted the amendment on _____, 2009.

FOURTH: The number of shares entitled to vote on the amendment was _____, ____% of which voted in favor of the amendment at the annual meeting of the stockholders held on _____, 2009.

FIFTH: The foregoing amendment to the articles of incorporation shall be effective upon the filing of this Certificate of Amendment.

IN WITNESS WHEREOF, Table Trac, Inc. has caused its duly authorized officer to execute this certificate on this ____ day of _____.

By:
Name:
Title:

CERTIFICATE OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
TABLE TRAC, INC.

The undersigned corporation, organized under the laws of the State of Nevada, to amend its articles of incorporation, as amended, in accordance with Chapter 78 of the Nevada Revised Statutes, hereby certifies:

FIRST: The name of the corporation is Table Trac, Inc.

SECOND: Article IV of the articles of incorporation, as amended, is hereby amended to add a new Section 4.03 as follows:

4.03 Designation and Issuance of Additional Classes or Series of Stock. Shares of additional classes of capital stock (including preferred stock) may be issued from time to time in one or more series as may from time to time be determined by the Board of Directors. Each class or series shall be distinctly designated pursuant to an amendment to these articles of incorporation, the filing of a certificate of amendment or designation or in any other manner permitted by law. The powers, preferences and relative, participating, optional and other rights (including voting rights and rights upon liquidation) of each such class or series of capital stock, and the qualifications, limitations or restrictions thereof, if any, may differ from those of any and all other classes or series of capital stock at any time outstanding. The Board of Directors is expressly granted the power and authority to fix, by resolution(s) adopted prior to the issuance of any such shares, the designation, powers, preferences and relative, participating, optional and other rights, and the qualifications, limitations and restrictions thereof, if any. The Board of Directors is also expressly authorized to allow for conversion or exchange of any class or series of capital stock into or for another class or series of capital stock under terms and conditions as determined by the Board of Directors. Unless otherwise specifically designated in resolutions of the Board of Directors, all capital stock issued by this corporation shall be common stock.

THIRD: The stockholders of the corporation adopted the amendment on _____, 2009.

FOURTH: The number of shares entitled to vote on the amendment was _____, ____% of which voted in favor of the amendment at the annual meeting of the stockholders held on _____, 2009.

FIFTH: The foregoing amendment to the articles of incorporation shall be effective upon the filing of this Certificate of Amendment.

IN WITNESS WHEREOF, Table Trac, Inc. has caused its duly authorized officer to execute this certificate on this ____ day of _____.

By:
Name:
Title:

[PROXY CARD]

Table Trac, Inc.
Proxy for Annual Meeting of Stockholders

The undersigned, a stockholder of Table Trac, Inc., hereby appoints Mr. Chad Hoehne and Robert R. Siqveland, and each of them, as proxies, with full power of substitution, to vote on behalf of the undersigned the number of shares which the undersigned is then entitled to vote, at the annual stockholders' meeting of Table Trac, Inc. to be held at Comfort Inn-Plymouth, 3000 Harbor Lane North (at the intersection of Minnesota Highway 55 and Interstate 494), on Tuesday, December 15, 2009 at 4:00 p.m. local time, and at any and all adjournments thereof, with all the powers which the undersigned would possess if personally present, upon:

1. Proposal to ratify the appointment of Moquist Thorvilson Kaufmann Kennedy & Pieper LLC (f/k/a Carver Moquist & O'Connor, LLC) as the independent registered public accounting firm of the Company for fiscal 2009.

.. FOR .. AGAINST .. ABSTAIN

2. Proposal to elect five directors to the Board of Directors.

	.. FOR ALL	.. WITHHOLD o	FOR ALL	
(01) Chad Hoehne		ALL	EXCEPT	INSTRUCTION: To withhold authority to vote for any individual nominee(s), write the number(s) of that/those nominee(s) on the space provided below:
(02) Robert Siqveland				
(03) Thomas Oliveri				
(04) Glenn Goulet				
(05) Scott E. Smith				

3. Proposal to amend the Articles of Incorporation, as amended, to increase the number of shares of capital stock authorized for issuance to a total of 25,000,000.

.. FOR .. AGAINST .. ABSTAIN

4. Proposal to amend the Articles of Incorporation, as amended, to vest the Board of Directors with the power and authority to designate separate classes of capital stock.

.. FOR .. AGAINST .. ABSTAIN

5. Upon such other business as may properly come before the meeting or any adjournments thereof.

The Board of Directors recommends a vote "FOR" proposals 1 through 4

(Continued from other side)

The undersigned hereby revokes all previous proxies relating to the shares covered hereby and acknowledges receipt of the Notice and Proxy Statement relating to the Annual Meeting of Stockholders.

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS. When properly executed, this proxy will be voted on the proposals set forth herein as directed by the stockholder, but if no direction is made in the space provided, this proxy will be voted FOR ratification of the appointment of Moquist Thorvilson Kaufmann Kennedy & Pieper LLC (f/k/a Carver Moquist & O'Connor, LLC) as independent registered public accounting firm for fiscal 2009; FOR the election of all nominees for directors; FOR the amendment to the Company's Articles of Incorporation to increase the number of authorized shares of capital stock to 25,000,000; and FOR the amendment to the Company's Articles of Incorporation to vest the Board of Directors with the power and authority to designate separate classes of capital stock.

Dated _____, 2009

x

x

(Stockholder must sign exactly as the name appears at left above. When signed as a corporate officer, executor, administrator, trustee, guardian, etc., please give full title as such. If shares are held by two or more persons as joint tenants, all must sign.)

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