

Division of Corporations

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PO6000147181

Florida Department of State
Division of Corporations
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Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: akabourek@avanti.prop.com

COR AMND/RESTATE/CORRECT OR O/D RESIGN
AVANTI DEVELOPMENT CORPORATION II

Certificate of Status	0
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: AVANTI DEVELOPMENT CORPORATION II

DOCUMENT NUMBER: P06000147181

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

Please return all correspondence concerning this matter to the following:

Name of Contact Person

Firm/ Company

Address

City/ State and Zip Code

akabourek@avantiprop.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

_____ at (_____) _____
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:

- \$35 Filing Fee
- \$43.75 Filing Fee & Certificate of Status
- \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- \$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
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Amendment
to
Articles of Incorporation
of

AVANTI DEVELOPMENT CORPORATION II

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

P06000147181

(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

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If AMENDING the Officers and/or Directors, please list all officers/directors of the corporation as you now want the record to be. Please indicate the title(s), name and address for each officer/director. (Our database can index up to 6 officers/directors. If you have more than 6 officers/directors, please list them on an additional sheet.)

<u>Title(s)</u>	<u>Name</u>	<u>Address</u>
1) _____	_____	_____ _____ _____
2) _____	_____	_____ _____ _____
3) _____	_____	_____ _____ _____
4) _____	_____	_____ _____ _____
5) _____	_____	_____ _____ _____
6) _____	_____	_____ _____ _____

If REMOVING an officer and/or director, please list the title(s) and name of the officer/director to be removed:

<u>Title(s)</u>	<u>Name</u>	<u>Title(s)</u>	<u>Name</u>
1) _____	_____	4) _____	_____
2) _____	_____	5) _____	_____
3) _____	_____	6) _____	_____

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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 date of each amendment(s) adoption: April 1, 2011

Effective date if applicable: Upon filing
(no more than 90 days after amendment file date)

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
by _____”
(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 November 29, 2011

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)

Charles Schwartz Charles Schwartz
(Typed or printed name of person signing)

President _____
(Title of person signing)

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**ARTICLES OF AMENDMENT
OF
AVANTI DEVELOPMENT CORPORATION II**

I.

The name of the Corporation is:

Avanti Development Corporation II

II.

The Articles of Incorporation are amended by adding the following new Article as Article 8 to the Articles of Incorporation:

8. Special Provisions Regarding Dissolution of the Corporation

(a) *The shareholders of the Corporation have acknowledged and agreed that principal activities of the Corporation are concentrated in acquiring and holding generally illiquid, long-term investments in closely-held entities, and that, due to the nature of the investments, the dissolution of the Corporation and the untimely liquidation of the Corporation's investments in such entities prior to the maturity or otherwise planned liquidation would likely have a significant negative impact on the value of such investments. Accordingly, the board of directors and the shareholders of the Corporation have implemented this Article 8 to prevent such an untimely liquidation.*

(b) *Approval of the dissolution of the Corporation shall require the affirmative vote of shareholders holding not less than 80% of the outstanding shares of each class of capital stock of the Corporation entitled to vote on such dissolution.*

(c) *Upon any dissolution of the Corporation (whether voluntary, involuntary, administrative, judicial or otherwise), unless shareholders holding not less than 80% of the outstanding shares of Voting Common Stock shall otherwise approve, (1) the assets of the Corporation upon such dissolution shall be deposited in a liquidating trust formed under the laws of Florida for the purpose of holding, liquidating and distributing the deposited assets of the Corporation, and (2) the terms of the liquidating trust shall prohibit the trustees of the liquidating trust from liquidating, selling or otherwise disposing of any asset that is a Restricted Investment until the entity or investment to which such Restricted Investment relates is itself terminated, dissolved or otherwise liquidated. As used in this Article 8, "Restricted Investment" means an equity or debt investment in a closely held partnership, limited partnership, limited liability*

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company, limited liability partnership, limited liability limited partnership, corporation or other similar closely held entity.

(d) Any amendment of this Article 8 shall require the affirmative vote of the shareholders holding not less than 80% of the outstanding shares of Voting Common Stock.

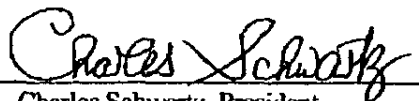
III.

This amendment to the Articles of Incorporation was adopted on April 1, 2011, and was duly approved by the shareholders entitled to vote thereon in accordance with the provisions of Section 607.1003 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to the Articles of Incorporation to be executed by its duly authorized officer this 1st day of April, 2011.

AVANTI DEVELOPMENT CORPORATION II

By:



Charles Schwartz, President

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