

Division of Corporations

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# 128707

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
LONGINO RANCH, INC.**

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*Amended & Restated*  
*Art.*

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September 10, 2010

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

LONGINO RANCH, INC.  
26111 TURPENTINE STILL RD  
SIDEELL, FL 34266

SUBJECT: LONGINO RANCH, INC.  
REF: 128707

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.

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Darlene Connell  
Regulatory Specialist II

FAX Aud. #: H10000200963  
Letter Number: 010A00021635

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P.O BOX 6327 - Tallahassee, Florida 32314

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**ARTICLES OF AMENDMENT TO, AND RESTATEMENT OF  
THE ARTICLES OF INCORPORATION  
OF LONGINO RANCH, INC.**

Pursuant to the provisions of Sections 607.1007 of the Florida Statutes, the undersigned Florida corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation as an amendment to, and restatement of its Articles of Incorporation.

Article I - Name

The name of the corporation is LONGINO RANCH, INC. (hereinafter referred to as the "Corporation").

Article II - Adoption and Text of Amendments

The Directors of the Corporation held a duly authorized and noticed meeting of the Board of Directors on the 7th day of September, 2010, in accordance with the provisions of Section 607.0820 of the Florida Statutes, at which meeting the Board of Directors, subject to the approval of the Corporation's Class A preferred shareholders, approved a resolution amending and restating the Articles of Incorporation of the Corporation in accordance with Section 607.1007 of the Florida Statutes. In accordance with Section 607.0704 of the Florida Statutes and pursuant to Written Consents of the Corporation's Class A preferred shareholders, the Corporation's Class A preferred shareholders unanimously approved and adopted the following resolutions amending and restating the Articles of Incorporation, a true and correct copy of which follows:

RESOLVED, that the Articles of Incorporation of the Corporation be amended and restated in its entirety to read as follows:

"ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be LONGINO RANCH,  
INC.

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ARTICLE II - BUSINESS PURPOSE

The general nature of the business or businesses to be transacted by said Corporation shall be:

To acquire, purchase own, hold, cultivate, improve, develop, sell, convey, exchange, hire, lease, assign, release, pledge, mortgage, encumber and otherwise deal in and dispose of all kinds of real estate and real property.

To acquire, purchase, own, hold, sell transfer, exchange, pledge, mortgage, and otherwise deal in and dispose of all kinds of personal property, including chattels, chattels real, choses in action, farm and agricultural equipment, supplies and products, notes, bonds, bank stocks, mortgages, leases and securities of every kind and nature, and all interest and rights therein.

To borrow money, and to make and issue notes, bonds, debentures, obligations and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, or otherwise, without limit as to amount, and to secure the same by mortgage, pledge, or otherwise, and generally to make and perform agreements and contracts of every kind and description.

To acquire, own, lease, occupy, use, develop, or deal in any lands containing coal, iron, manganese, nickel, copper, stone, or other ores or minerals, gas or oil, and in woodlands or other lands, and to mine or otherwise extract or to remove coal, ores, stone, timber, gas, oil or other minerals, materials or substances from any lands.

To cut, fell, sawmill, work, manufacture, produce, buy, sell and deal in lumber, timber, turpentine, rosin, cross ties, shingles and all articles, products and by-products manufactured or derived from timber.

To lease, hire, own and operate lands and timber for the production of naval stores, turpentine, rosin, lumber and other purposes, on commission or otherwise.

To own, lease, hire, and operate turpentine stills and distillation plants for the manufacture and production of turpentine, rosin, dross and any and all other by-products and to refine, and/or distill crude gum, dip and scrape and to make charges and/or tolls therefor.

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To acquire by purchase, subscription or otherwise and to invest in, hold or dispose of stocks, bonds, securities or other obligations of any other corporation or corporations, domestic or foreign, and while owner of any such stocks, bonds, securities or other obligations to exercise all the rights, powers and privileges of ownership, including the right to vote thereon for any and all purposes; to aid in any manner any corporation whose stocks, bonds or other obligations are owned or held by it, or in the stocks, bonds, securities, or other obligations of which it is in any way interested, and to do any other acts or things for the preservation, protection, improvement or enhancement of the value of any such stocks, bonds, securities or obligations.

To become a member of any co-partnership or co-partnerships, and as such member to assume jointly and severally with the other partner or partners all of the liabilities incident to the undertakings and obligations of such co-partnership or co-partnerships and to share in the profits, gains and advantages thereof.

To receive payment for capital stock subscribed for in money or in property, labor or services at a just valuation thereof in the discretion or judgment of the Board of Directors.

To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms, co-partnerships or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid business or powers, or any part or parts thereof; provided the same be not inconsistent with the Laws of the State under which this Corporation is organized.

The business or purpose of the Company is from time to time to do any one or more of the acts and things hereinabove set forth, and it shall have power to conduct and carry on its business, or any part thereof, and to have one or more offices, and to exercise all or any of its corporate powers and rights in the State of Florida, and in the various other States, Territories, Colonies and dependencies of the United States, in the District of Columbia, and in all or any foreign countries.

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ARTICLE III - CAPITAL STOCK

A. Shares Authorized. The total number of shares the Corporation is authorized to issue is seventy-five thousand (75,000) shares, and these shares shall be divided into three classes, as follows:

|  |                                    |
|--|------------------------------------|
| <u>Class A Preferred Shares</u> , consisting of eleven thousand (11,000) voting preferred shares having a par value of \$100 per share           | <u>VALUE</u><br><br>\$1,100,000.00 |
| <u>Class B Preferred Shares</u> , consisting of thirty-eight thousand (38,000) non-voting preferred shares having a par value of \$100 per share | 3,800,000.00                       |
| <u>Common Shares</u> , consisting of twenty-six thousand (26,000) of non-voting common shares having a par value of \$10 per share               | <u>260,000.00</u>                  |
| TOTAL  | \$5,160,000.00                     |

B. Voting Rights. All voting rights of the Corporation are vested in the holders of Class A preferred stock (such shareholders are hereinafter referred to as the "Voting Shareholders"). Neither the holders of the common shares nor the holders of the Class B preferred shares shall be entitled to any voice in the management of the Corporation nor to any voting powers on any matter on which a vote of shareholders of the Corporation is permitted or required; provided, however, that the Class B preferred shares shall be entitled to vote in the event of liquidation, merger or dissolution of the Corporation.

C. Dividends.

1. Holders of Class B preferred stock shall be entitled to receive preferential dividends in each fiscal year in the amount of twelve percent (12%) per annum before any dividends shall be paid on any other class of stock of this Corporation. Such dividends shall be non-cumulative.

2. Holders of Class A preferred stock shall be entitled to preferential dividends in each fiscal year in the amount of twelve percent (12%) per annum provided the payment of dividends

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on the Class B preferred stock has occurred in the respective fiscal year and before any dividends shall be paid to the holders of the common stock of this Corporation. Such dividends on the Class A preferred stock shall be non-cumulative.

3. Holders of the common stock shall be entitled to receive dividends at such rate as shall be fixed by the Board of Directors; provided, however, that no dividends shall be paid upon the common stock of this Corporation until all dividends in Class B preferred and Class A preferred have been paid in the respective fiscal year.

D. Liquidation Preferences. In case of any liquidation or dissolution of the Corporation, whether voluntary or involuntary, the holders of the Class B preferred shares shall be entitled to be paid in full the par amount of their shares before any amount shall be paid to the holders of the Class A preferred shares or to the holders of the common shares, and after such payment to the Class B preferred shareholders, the holders of the Class A preferred shares shall be entitled to be paid in full the par amount of their shares before any amount shall be paid to the holders of the common shares. After the holders of the Class B preferred and the Class A preferred shares have been paid in full as required above, any remaining assets of the Corporation shall be divided and paid to the holders of the common shares pro rata according to their respective shares.

E. Redemption and Retirement of Preferred Stock. The Corporation shall have the right to redeem its 12% Class A preferred stock and its 12% Class B preferred stock, or any number of shares thereof issued and outstanding, at any time by paying to the holders thereof par value of their shares in full. In the event that any dividends are payable on any preferred stock at the time of redemption, the amount of the dividend shall be added to the par value per share in order to establish the redemption price.

#### ARTICLE IV - DATE OF EXISTENCE

This Corporation shall exist perpetually.

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ARTICLE V - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of this Corporation shall be located at 26111 Turpentine Still Road, Sidell, FL 34266. The mailing address of the Corporation shall be 26111 Turpentine Still Road, Sidell, FL 34266.

ARTICLE VI - BOARD OF DIRECTORS

The Board of Directors of this Corporation shall consist of not less than three (3), nor more than nine (9) persons, and a majority of the members of the Board of Directors shall constitute a quorum of the whole Board at any meeting of the Board of Directors.

ARTICLE VII - REGISTERED OFFICE  
AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be 26111 Turpentine Still Road, Sidell, FL 34266. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the registered agent of this Corporation at that address is B. T. Longino, Jr. The Board of Directors may from time to time designate a new registered agent.

ARTICLE VIII - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE IX - BY-LAWS

The power to make, alter, amend and repeal the By-laws of the Corporation shall be vested solely in the Voting Shareholders.

ARTICLE X - VOTE OF SHAREHOLDERS

Except as otherwise provided by these Articles or by law, any action to be taken by the Voting Shareholders may be taken by the affirmative vote of the holders of a majority of the Class A preferred shares represented at a meeting at which a quorum is

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present; provided, that any action to be taken amending these Articles or making, altering, amending, or repealing the By-laws of the Corporation or any action amending these Articles to authorize additional shares or an additional class or classes of shares may be taken only upon the affirmative vote of two-thirds (2/3) of the holders of the outstanding Class A preferred shares.

#### ARTICLE XI - ACTION BY WRITTEN CONSENTS

A. Board of Directors. Any action required by these Articles or by law to be taken at a meeting of the Board of Directors or any action which may be taken at a meeting of the Board of Directors or a committee thereof may be taken without a meeting if a consent in writing setting forth the action to be so taken signed by all of the directors or all of the members of the committee, as the case may be, is filed with the minutes of the proceeding of the Board of Directors or of the committee.

B. Voting Shareholders. Any action required by these Articles or law to be taken by the Voting Shareholders of the Corporation, or any action which may be taken by such Voting Shareholders, may be taken without a meeting and without prior notice and without a vote if a consent in writing, setting forth the action so taken, shall be signed by the holders of the outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voting. Notice shall be given to Voting Shareholders not executing any such written consent as required by law.

#### ARTICLE XII - AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles or Incorporation, or in any amendment or restatement thereof, and any right conferred upon the shareholders are subject to this reservation."

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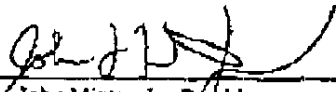
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Article III - Effective Date of Amendment and Restatement

The effective date of the amendment and restatement of the Articles of Incorporation of the Corporation set forth herein will be as of the date of filing the Articles of Amendment to the Articles of Incorporation with the Department of State of the State of Florida.

Dated this 9<sup>th</sup> day of September, 2010.

LONGINO RANCH, INC.

By:   
John Minton Jr., President

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Amendment to, and Restatement of its Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

  
B. T. Longino, Jr.

Date: As of September 9, 2010

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