

Division of Corporations

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the undersigned Florida corporation hereby adopts the following Articles of Amendment to its Amended and Restated Articles of Incorporation (the "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

All of the Directors of the Corporation approved a resolution amending Articles III, X, and XI(B) of the Articles of Incorporation by Written Consent dated December 21, 2012, executed in accordance with the provisions of Section 607.0821 of the Florida Statutes, all of the shareholders of the Corporation entitled to vote approved the resolution amending Articles III, X, and XI(B) of the Articles of Incorporation by Written Consent dated December 21, 2012, executed in accordance with the provisions of Section 607.0704 of the Florida Statutes, and the number of votes cast for the amendment to the Articles of Incorporation was sufficient for approval. The following is a true and correct copy of the resolutions amending Articles III, X, and XI(B) of the Articles of Incorporation:

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

"ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock this Corporation is authorized to issue and have outstanding at any one time is three

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hundred twenty-five thousand (325,000), of which twenty-five thousand (25,000) shares shall be shares of no-par Class A Voting Common Stock and three hundred thousand (300,000) shares shall be shares of no-par Class B Non-Voting Common Stock.

The preferences, qualifications, limitations and restrictions, and the special or relative rights with respect to the shares of each class, are as follows:

Each holder of Class A Voting Common Stock of this Corporation shall be entitled to one (1) vote for each share of Class A Voting Common Stock standing in his, her or its name at any and all meetings of the shareholders of this Corporation. Except as otherwise provided by law, no holder of Class B Non-Voting Common Stock shall be entitled to cast any vote on account of ownership of such stock.

Except for the difference in voting rights set forth above, the rights, preferences, qualifications, limitations and restrictions, and the special or relative rights with respect to the shares of Class B Non-Voting Common Stock, shall be identical in all respects to those of the shares of Class A Voting Common Stock. Accordingly, each share of common stock, both Class A Voting and Class B Non-Voting, shall receive equal dividends if and when declared by the Board of Directors, and in the event of any liquidation, dissolution or winding up of this Corporation, the assets and funds of this Corporation shall be paid to and distributed equally among the holders of both the Class A Voting and Class B Non-Voting Common Stock in proportion to the number of shares held by the holders of such shares."

FURTHER RESOLVED, that Article X of the Articles of Incorporation of the Corporation be amended in its entirety to read as follows:

"ARTICLE X - VOTE OF SHAREHOLDERS

Except as otherwise provided by these Articles or by law, any action to be taken by the shareholders may be taken by the affirmative vote of the holders of a majority of the Class A Voting Common Stock represented at a meeting at which a quorum is present; provided, that any action to be taken amending these Articles or making, altering, amending or repealing the Bylaws 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 Voting Common Stock."

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RESOLVED, that Article XI, Paragraph B of the Articles of Incorporation of the Corporation be amended in its entirety to read as follows:

"ARTICLE XI - ACTION BY WRITTEN CONSENTS

B. Voting Shareholders. Any action required by these Articles or law to be taken by the shareholders of the Corporation, or any action which may be taken by such 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 shares 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 shareholders not executing any such written consent as required by law."

ARTICLE III - EFFECTIVE DATE OF AMENDMENT

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

Dated this 21st day of December, 2012.

LONGINO RANCH, INC.

By: 

John L. Minton, Jr., President

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