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CLERK OF STATE
TALLAHASSEE, FLORIDA

T. Roberts OCT 07 2008

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Barbara L. Wolf, P.A.
A PROFESSIONAL ASSOCIATION

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September 23, 2008

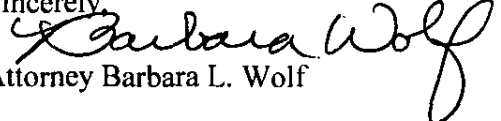
Secretary of State of Florida
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Dear Secretary of State:

Please find enclosed the original and one copy of the following:

- 1) "Articles of Amendment to Articles of Incorporation of Regan Insurance Agency, Inc." (Filing fee of \$35)
- 2) "First Amendment to the Regan Family Limited Liability Partnership." (Filing fee of \$52.50)

Please file the original two Amendments, and date stamp the enclosed copies for my records and return to me at my above Jupiter office for my records. Please also send me at my Jupiter office a certified copy (filing fee of \$8.75) of the "Articles of Amendment to Articles of Incorporation of Regan Insurance Agency, Inc." I have enclosed a check in the total amount of \$96.25. Thank you.

Sincerely,

Attorney Barbara L. Wolf

BLW:lw
encl.

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
REGAN INSURANCE AGENCY, INC.

Document Number 260285

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this ***Florida Profit Corporation*** adopts the following amendments to its Articles of Incorporation:

AMENDMENTS ADOPTED:

In paragraph 3 of the original Articles of Incorporation, the maximum number of shares of stock that the corporation is authorized to have outstanding from time to time shall be changed from the present "fifty (50) shares of common stock, of no nominal or par value" (of which 16.325 shares are presently issued) into ninety (90) voting common shares Class A, having no par value and a stated capital of \$9,000, and ten (10) non-voting common shares Class B, no par value and a stated capital of \$1,000, and to authorize the issuance of 2,000 shares of non-voting preferred stock with a stated capital of \$2,000,000; and to insert the relative voting, dividend, liquidation and other rights, preferences and limitations granted to or imposed upon the respective classes of shares; and to restate paragraph 3 of the Articles of Incorporation as follows:

"3. The aggregate maximum number of shares of stock that the corporation is authorized to have outstanding from time to time is ONE HUNDRED (100) shares of common stock to consist of NINETY (90) shares of voting common shares Class A, having no par value and a stated capital of \$9,000, and TEN (10) shares of non-voting common shares Class B, having no par value and a stated capital of \$1,000, and TWO THOUSAND (2,000) shares of non-voting preferred stock, having stated capital of \$2,000,000, and with dividend and liquidation preference.

The designation, relative voting, dividend, liquidation and other rights, preferences and limitations granted to or imposed upon the respective classes of shares and shares are as follows:

Voting Rights

The holders of the shares of Class A common shares shall exclusively possess voting power for the election of directors and for all other purposes, and the shares of Class B common shares shall not entitle the holders thereof to vote at any election of directors or for any other purpose; provided however, that each share of the Class B common stock shall entitle the holder thereof to one vote in every case in which such is expressly required by statute.

The shares of preferred stock shall not entitle the holders thereof to vote at any election of directors or for any other purpose.

Dividends and Other Distributions

The holders of the preferred stock shall be entitled to receive such dividends as may be declared thereon from time to time by the Board of Directors. Any such dividends shall be non-cumulative.

Liquidation Rights

Upon any complete liquidation, or any dissolution or winding up of the corporation, whether voluntary or involuntary, the holders of the preferred shares shall be entitled to receive an amount equal to One Thousand (\$1,000) Dollars per share before any distribution shall be made upon the shares of Class A common stock or Class B common stock; and after payment of One Thousand (\$1,000) Dollars per share to the holders of the preferred shares, the holders of the shares of Class A common stock and the Class B common stock shall be entitled to receive the remaining net assets of the corporation, without further participation of the preferred shareholders. The merger or consolidation of the corporation with another corporation or the sale or other disposition of all or substantially all the assets of the corporation to any other

corporation, firm or person shall constitute a liquidation, dissolution or winding up of the corporation for purposes of the preceding sentence.

The stated capital of the new 2,000 shares of non-voting preferred stock is \$2,000,000. The 2,000 shares of new non-voting preferred stock shall be issued to the two existing shareholders (1,000 shares of new non-voting preferred stock issued to each) in exchange for 8.1625 shares of old common stock held by each of them on a basis of 122.51148 shares of new non-voting preferred stock for each share of old common stock owned and surrendered by them.

The 90 shares of the new voting common Class A stock shall be issued to the following shareholders in the following manner:

<i>Shareholder</i>	<i>Voting common Class A Stock</i>
Catherine Anne Roth Irrevocable Trust	30
Robert Emmett Regan, II, Irrevocable Trust	30
Joseph H. Roth, III, Revocable Trust	30

The stated capital of the new 90 voting common Class A shares above is \$9,000, each share having a stated value of \$100 to be paid for by the above shareholders to the corporation.

The stated capital of the new 10 non-voting common shares Class B is \$1,000, each share having a stated capital of \$100. The ten non-voting common shares Class B shall be held by the corporation to be issued in whole or fractional shares in the future to worthy employees of the corporation under a stock incentive ownership plan adopted by the corporation.”

The exchange, reclassification, and cancellation of issued shares and issuance of new shares shall take place upon the effective date that this amendment is filed with the Secretary of State of Florida in a manner approved by the Board of Directors of the Corporation.

The date of adoption of this amendment is upon the date of filing with the Secretary of State of Florida.

This amendment was approved by the shareholders. The number of votes cast for the amendment by the shareholders was sufficient for approval.

This amendment was also adopted by the board of directors.

IN WITNESS WHEREOF, this amendment has been duly executed by the President, Secretary, all Shareholders and all Directors of Regan Insurance Agency, Inc. on this 5 day of September, 2008.

REGAN INSURANCE AGENCY, INC.,
a Florida corporation

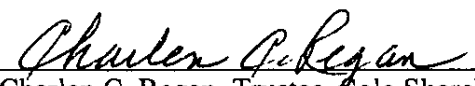


ROBERT E. REGAN, President



CATHERINE ANNE ROTH, Secretary

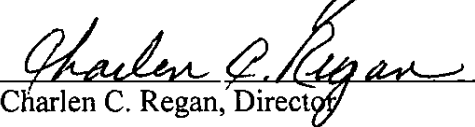
SHAREHOLDERS AND DIRECTORS




Charlen C. Regan, Trustee, Sole Shareholder



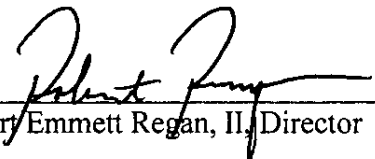
Robert E. Regan, Director



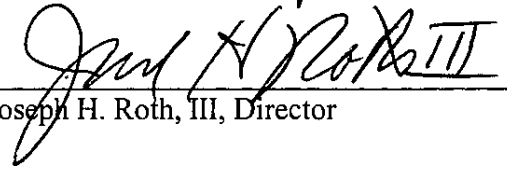
Charlen C. Regan, Director



Catherine Anne Roth, Director



Robert Emmett Regan, II, Director



Joseph H. Roth, III, Director