

35302

Florida Department of State
Division of Corporations
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REGAL MARINE INDUSTRIES, INC.**

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REGAL MARINE INDUSTRIES, INC.
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
REGAL MARINE INDUSTRIES, INC.**

[Florida Document Number: 353282]

Pursuant to the provisions of Section 607.1006, Florida Statutes, this **Florida Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation:

This amendment is submitted to amend the following [check all that apply]:

☒ **Amending the Officers and/or Directors of record:**

(Enter the name and title of each officer and director being removed, and the name, title and address of each officer or director being added or changed)

<input type="checkbox"/> Add <input checked="" type="checkbox"/> Change <input type="checkbox"/> Remove	President, Director	Duane	P	Kuck	
	Title(s)	(First Name)	(Middle)	(Last)	(Suffix)
	2300 Jetport Drive				
	(Street Address)				
	Orlando	FL	32809		
	(City)	(State)	(Zip)	(Country)	

<input type="checkbox"/> Add <input checked="" type="checkbox"/> Change <input type="checkbox"/> Remove	Vice President, Secretary, Treasurer, Director	Timothy	D	Kuck	
	Title(s)	(First Name)	(Middle)	(Last)	(Suffix)
	2300 Jetport Drive				
	(Street Address)				
	Orlando	FL	32809		
	(City)	(State)	(Zip)	(Country)	

<input checked="" type="checkbox"/> Add <input type="checkbox"/> Change <input type="checkbox"/> Remove	Director	Pamela	K	Biddle	
	Title(s)	(First Name)	(Middle)	(Last)	(Suffix)
	2300 Jetport Drive				
	(Street Address)				
	Orlando	FL	32809		
	(City)	(State)	(Zip)	(Country)	

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<input checked="" type="checkbox"/>	Add	Director	William	E	Yeargin	
<input type="checkbox"/>	Change	Title(s)	(First Name)	(Middle)	(Last)	(Suffix)
<input type="checkbox"/>	Remove		2300 Jetport Drive			
			(Street Address)			
			Orlando	FL	32809	
			(City)	(State)	(Zip)	(Country)

☒ Amending Other Information:

(Be specific; attach additional sheets if necessary. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, state the provisions for implementing the amendment)

- A. Article III is hereby amended by deleting the provisions of said Article as it presently exists and substituting the following in its place and stead for all purposes:

ARTICLE III.
CAPITAL STOCK

1. Authorized Stock. The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value</u>	<u>Class of Stock</u>
5,000,000	\$0.02	Class A Voting Common
95,000,000	\$0.02	Class B Non-Voting Common

The consideration for all of the above stock shall be payable in cash, cancellation of debt, property (real or personal), labor or services in lieu of cash; at a just valuation to be fixed by the Board of Directors of the Corporation.

2. Voting Rights. The Class A Voting Common Stock shall possess and exercise exclusive voting rights and, at all meetings of the shareholders, each record holder of such Class A Voting Common Stock shall be entitled to one vote for each share held. Shareholders holding Common Stock shall have no cumulative voting rights in any election of directors of the Corporation. Class B Non-Voting Common Stock shall possess no voting rights other than as required by law.

3. No Preemptive Rights. No shareholder of the Corporation shall have the right, upon the sale for cash or otherwise, of any new stock of the Corporation, of the

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same or any other kind, class or series as that which he already holds, to purchase his pro rata or any other share of such stock at the same price at which it is offered to others or any other price.

- B. Article VII is hereby amended by deleting the provisions of said Article as it presently exists and substituting the following in its place and stead for all purposes;

ARTICLE VII.
NUMBER OF DIRECTORS

The business of the Corporation shall be conducted by a Board of Directors. The number of directors may be increased or decreased from time to time as provided in the bylaws of the Corporation, but in no event shall the number of Directors be less than one (1).

- ☒ 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)

After the effective date of this Amendment, by virtue of the Amendment and without any action on the part of the shareholders of the Corporation, each share of common stock outstanding at the time these Articles of Amendment become effective shall automatically be converted into one (1) shares of Class A Voting Common Stock and ninety-nine (99) shares of Class B Non-Voting Common Stock.

The Corporation will expeditiously coordinate with its shareholders to arrange for (i) the surrender of the old certificates and (ii) the issuance of new certificates representing the agreed upon voting and/or non-voting shares.

Adoption of Amendment(s):

The Amendment(s) was/were adopted by:

- ☒ the shareholders. The number of votes cast for the amendment by the shareholders was sufficient for approval.
☐ the board of directors without shareholder action. Shareholder action was not required.
☐ the incorporators without shareholder action. Shareholder action was not required.


The date of adoption for each amendment: December 22, 2017

Effective date if different than the date of filing: _____
(Cannot be prior to date of filing or, if delayed, more than 90 days after amendment file date)

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Dated: December 22, 2017.


(Signature)

Duane P. Kuck
(Typed or printed name of person signing)

President
(Title of person signing)

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