

394762

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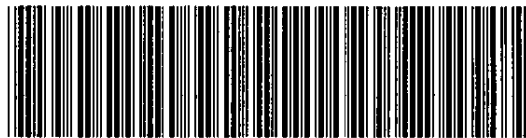
(Business Entity Name)

(Document Number)

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FILED
09 JUL -8 AM 11:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
C.COULLIETTE

JUL 13 2009

EXAMINER

LAW OFFICE OF
JONATHAN W. SHIRLEY, P.A.
ATTORNEY AND COUNSELOR AT LAW
171 CIRCLE DRIVE
MAITLAND, FLORIDA 32751

JONATHAN W. SHIRLEY

ADMITTED IN FLORIDA,
WEST VIRGINIA &
VIRGINIA

BOARD CERTIFIED TAX LAWYER

TELEPHONE (407) 629-8333
FACSIMILE (407) 629-8252

July 7, 2009

Via: UPS OVERNIGHT

Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Attention: Amendment Section

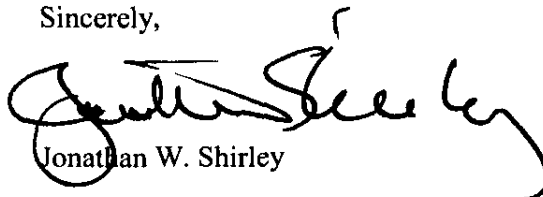
Re: Articles of Amendment To Articles of Incorporation Of Bowyer-Singleton &
Associates, Inc.

Dear Clerk:

Please file the enclosed Articles of Amendment To Articles of Incorporation Of Bowyer-Singleton & Associates, Inc. Also enclosed is my firm check in the amount of Thirty-Five Dollars and 00/100 (\$35.00) for the filing fee .

If you have any questions, please contact me.

Sincerely,



Jonathan W. Shirley

JWS/sy
cc: Joe Breig

Enclosures

**ARTICLES OF AMENDMENT
TO
ARTICLES INCORPORATION
OF
BOWYER-SINGLETON & ASSOCIATES, INC.**
[Florida Document Number: 394762]

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 name. The new name of this Corporation is:

(The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co." A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A.")

- ☐ Amending principal office or mailing address:

New principal office address [must be a street address]:

(Enter street address)
_____, _____
(City) (State)

New mailing address [may be a post office box]:

(Enter mailing address)
_____, _____
(City) (State) (Zip Code)

- ☐ Amending registered agent and/or registered office address:

Name of New Registered Agent: _____
(must sign below)

New Registered Office Address:

(Enter Florida street address)
_____, Florida _____
(City) (Zip Code)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 607, Florida Statutes.

Signature of New Registered Agent



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)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	G Add G Change G Remove
_____	_____	_____	G Add G Change G Remove



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)

Article III is deleted in its entirety and the following new Article III is added in its place:

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>
1,000,000	\$1.00	Class A Voting Common
1,000,000	\$1.00	Class B Voting Common
\$500,000 worth	TBD	Class A Non-Voting Preferred
50,000	\$100.00	Class B Non-Voting Preferred

The consideration for all of the above stock shall be payable, in the sole discretion of the Board of Directors, in cash or, in lieu of cash, cancellation of debt, property (real

or personal), labor or services, or in exchange for existing outstanding shares of the Corporation. Such consideration shall be at a just valuation to be fixed by the Board of Directors.

2. Voting Rights. The Class A Voting Common Stock and Class B 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 or Class B Voting Common Stock shall be entitled to one (1) vote for each share held. Shareholders holding Common Stock shall have no cumulative voting rights in any election of directors of the Corporation. Neither Class A Non-Voting Preferred Stock nor Class B Non-Voting Preferred Stock shall possess any voting rights other than as required by law or by written agreement among the shareholders of the Corporation.

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 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.

4. Common Stock Preferences, Restrictions and Rights. The preferences, qualification, limitations and restrictions, and the special or relative rights with respect to the shares of Common Stock of each class are as follows:

a. The Corporation may declare dividends on shares of Class A Voting Common Stock without declaring dividends on shares of Class B Voting Common Stock. The Corporation may not declare a dividend on any shares of Class B Voting Common Stock, however, unless it also declares an equivalent or greater dividend on shares of Class A Voting Common Stock.

b. Each holder of shares of Class B Voting Common Stock shall at all times have the right to convert each share of Class B Voting Common Stock to one (1) share of Class A Voting Common Stock.

c. Except for the difference in dividend rights and conversion 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 Voting Common Stock shall be identical in all respects to those of the shares of Class A Voting Common Stock. Accordingly, 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 Voting Common Stock in proportion to the number of shares held by the holders of such shares.

5. Preferred Stock Preferences, Restrictions and Rights. The preferences, qualification, limitations and restrictions, and the special or relative rights with respect to the shares of Preferred Stock of each class are as follows:

a. Class A Non-Voting Preferred Stock.

i. The shares of preferred stock in existence immediately prior to the effective date of the filing of this amendment shall be renamed as the Class A Non-Voting Preferred Stock.

ii. The Class A Non-Voting Preferred Stock shall bear cumulative dividends in an amount equal to nine percent (9%) of the par value of such shares, par value to be determined at the time of the issuance by the Board of Directors. The maximum number of shares of Class A Non-Voting Preferred Stock authorized to be issued shall not exceed a cumulative par value of Five Hundred Thousand Dollars (\$500,000.00). Dividends on the Class A Non-Voting Preferred Stock shall be declared by the Board of Directors at least annually out of surplus profits of the Corporation at the time legally available for the declaration of such dividends, if any, and no dividend shall be declared or paid on either the Class A Voting Common Stock or Class B Voting Common Stock unless and until all current and cumulative dividends accruing on the shares of Class A Non-Voting Preferred Stock shall have been distributed to the holders thereof; provided, however, no dividend shall be declared and paid on the Class A Non-Voting Preferred Stock until such time as all current and cumulative dividends accruing on the shares of Class B Non-Voting Preferred Stock shall have been distributed to the holders thereof.

iii. The Class A Non-Voting Preferred Stock shall have a par value equal to the issue price as shall be determined at the time of issue by the Board of Directors and preferred stock dividends shall be calculated on said par value.

iv. Each share of Class A Non-Voting Preferred Stock shall be convertible, at the option of the holder thereof, under such reasonable terms and conditions as the Board of Director shall determine at the time of issuance of such shares, into four hundred (400) shares of Class B Voting Common Stock of the Corporation.

v. Upon the liquidation or dissolution of the Corporation, no liquidating distribution shall be made on any shares of either Class A Voting Common Stock or Class B Voting Common Stock, until the par value of the Class A Non-Voting Preferred Stock, together with dividends accumulated, if any thereon, have been paid in full to the then holders of the Class A Non-Voting Preferred Stock; provided, however, no liquidating distribution shall be paid to the then holders of the Class A Non-Voting Preferred Stock until the par value of the Class B Non-Voting Preferred Stock, together with dividends accumulated, if any thereon, have been paid in full to the then holders of the Class B Non-Voting Preferred Stock.

b. Class B Non-Voting Preferred Stock.

i. The Class B Non-Voting Preferred Stock shall bear cumulative dividends on the par value of such shares in an amount equal to nine percent (9%). Dividends on the Class B Non-Voting Preferred Stock shall be declared by the

Board of Directors at least annually out of surplus profits of the Corporation at the time legally available for the declaration of such dividends, if any, and no dividend shall be declared or paid on either the Class A Voting Common Stock, Class B Voting Common Stock, or Class A Non-Voting Preferred Stock unless and until all current and cumulative dividends accruing on the shares of Class B Non-Voting Preferred Stock have been distributed to the holders thereof.

ii. Each one (1) share of Class B Non-Voting Preferred Stock shall be convertible at such times and under such terms and conditions as the Board of Directors shall determine at the time of issuance of such shares, into ten (10) shares of Class B Voting Common Stock of the Corporation.

iii. Upon the liquidation or dissolution of the Corporation, no liquidating distribution shall be made on any shares of the Class A Voting Common Stock, Class B Voting Common Stock or Class A Non-Voting Preferred Stock until the par value of the Class B Non-Voting Preferred Stock, together with dividends accumulated, if any thereon have been paid in full.

Adoption of Amendment(s):

The Amendment(s) was/were adopted by:

☒ the shareholders. The aggregate number of votes cast for the amendment by the holders of the Class A Voting Common Stock and holders of the Class B Voting Common Stock was sufficient for approval.

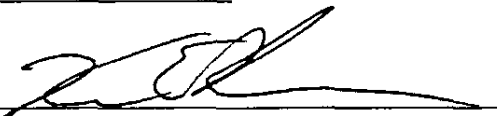
☐ the board of directors without shareholder action. Shareholder action was not required.

☐ the incorporators without shareholder action. Shareholder action was not required.

The date of adoption for each amendment: May 18, 2009

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)

Dated: May 18, 2009


(Signature)

Kevin E. Knudsen
(Typed or printed name of person signing)

President
(Title of person signing)