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413321

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DIVISION OF CORPORATIONS

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Amend
C.COULLIETTE

DEC 27 2010

EXAMINER

December 15, 2010

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Name of Corporation: Scan Design of Florida, Inc
Document Number: 413321

Enclosed are an original and copy of the articles of amendment to the articles of incorporation for the above-named company and a check for \$52.50.

Please return all correspondence concerning this matter to the following:

Linda G. T Parks
Parks, De Filippo and Associates, PA
203 Lookout Place Suite A
Maitland, Florida 32751

(407) 539 – 1330

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SCAN DESIGN OF FLORIDA, INC.
DOCUMENT # 413321**

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

First: Amendment adopted is to Article III and should now read as follows:

ARTICLE III – CAPITAL STOCK

Pursuant to Section 368(a)(1)(E) of the Internal Revenue Code, the corporation has entered into a plan of recapitalization. As approved by the Board of Directors and agreed upon by the Shareholders, execution of the plan resulted in the surrender and cancellation of all of the original 500 shares of common stock with a nominal or par value of Ten Dollars (\$10.00) per share. In exchange, the Corporation has authorized 10 shares of Class A Voting Common Stock and 490 shares of Class B Non-Voting Common Stock. The newly authorized shares have no set par value per share.

The Corporation will issue the 500 shares of the newly authorized stock in the manner as follows:

- (a) K. Preben Knudsen shall surrender to the Corporation for cancellation all of his right, title and interest in his 127.5 shares of Common Stock. In consideration for his surrender of these shares, the Corporation will issue to K. Preben Knudsen 5 shares of Class A Voting Common Stock and 122.5 shares of Class B Non-Voting Common Stock.
- (b) Lis F. Knudsen shall surrender to the Corporation for cancellation all of her right, title and interest in her 127.5 shares of Common Stock. In consideration for her surrender of these shares, the Corporation will issue to Lis F. Knudsen 5 shares of Class A Voting Common Stock and 122.5 shares of Class B Non-Voting Common Stock.
- (c) Jesper F. Knudsen shall surrender to the Corporation for cancellation all of his right, title and interest in his 245 shares of Common Stock. In consideration for his surrender of these shares, the Corporation will issue to Jesper F. Knudsen 245 shares of Class B Non-Voting Common Stock.

There are no other amendments to be made at this time.

This amendment was approved and adopted by the Board of Directors and shareholders of the Corporation on December 1, 2010.

Dated DECEMBER 13, 2010.

Signature: KPK
K. Preben Knudsen, Director/Shareholder

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