

429822

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D CROSS RANCH, INC.**

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**OFFICER'S CERTIFICATE TO ACCOMPANY
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF D CROSS RANCH, INC.**

I, ELWYN BASS, being the duly elected President of D CROSS RANCH, INC., a Florida corporation (hereinafter referred to as the "Corporation"), hereby certify that the Amended and Restated Articles of Incorporation of the Corporation accompanying this Certificate were: (i) duly adopted and approved by all of the members of the Board of Directors of the Corporation by Written Consent dated effective December 31, 2009, in compliance with Section 607.1007 of the Florida Statutes, (ii) duly adopted and approved by all of the shareholders of the Corporation by Written Consent dated effective December 31, 2009, in compliance with Sections 607.1003 and 607.1007 of the Florida Statutes, and (iii) that the number of votes cast for the Amended and Restated Articles of Incorporation by the shareholder was sufficient for approval.

IN WITNESS WHEREOF, I have subscribed my name as President pursuant to lawful corporate authority, effective the 31st day of December, 2009.



Elwyn Bass, President

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
D CROSS RANCH, INC.**

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1006 and 607.1007 of the Florida Statutes, D Cross Ranch, Inc., a Florida corporation (Document No. 429822) (the "Corporation"), hereby adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be D Cross Ranch, Inc.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the Corporation is located at 16525 Highway 98 N, Okeechobee, Florida 34972, which is also the mailing address of the Corporation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of capital stock that the Corporation is authorized to issue and have outstanding at any one time is Seventy-Five Thousand (75,000) shares of which Fifteen Thousand (15,000) shares having a par value of One Cent (\$0.01) per share shall be shares of Class A voting common stock and Sixty Thousand (60,000) shares having a par value of One Cent (\$0.01) per share shall be shares of 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:

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Each holder of Class A voting common stock of the 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 the 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 the Corporation, the assets and funds of the 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.

ARTICLE IV - REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of the Corporation is 16525 Highway 98 N, Okeechobee, Florida 34972, and the name of the registered agent of the Corporation at that address is Elda Mae Bass. The Board of Directors may from time to time designate a new registered office and registered agent.

ARTICLE V - BOARD OF DIRECTORS

- A. The current number of directors of the Corporation is four (4); and
- B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one (1).

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ARTICLE VI - PURPOSE

The general purpose for which the Corporation is organized shall be to conduct and transact any and all lawful business authorized or not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended.

ARTICLE VII - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VIII - EFFECTIVE DATE

The effective date of these Amended and Restated Articles of Incorporation of the Corporation shall be the 31st day of December, 2009.

IN WITNESS WHEREOF, the Corporation has made and subscribed these Amended and Restated Articles of Incorporation this 29th day of December, 2009.

D CROSS RANCH, INC.

By: Elwyn Bass
Elwyn Bass, President

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

Elda Mae Bass
Elda Mae Bass

Date: December 29, 2009

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