

623093

(Requestor's Name)

(Address)

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TALLAHASSEE, FLORIDA

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Traditional Personal Service

December 21, 2012

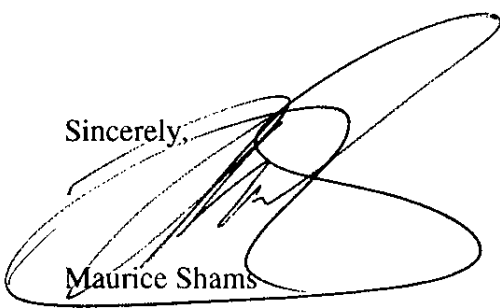
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Hembree Construction, Inc.
Articles of Amendment to Articles of Incorporation

Enclosed are Articles of Amendment of the Articles of Incorporation for Hembree Construction, Inc. (Document #623093). I have also enclosed our firm check in the amount of \$35.00 for the filing fee.

This Amendment needs to be filed of record prior to December 31, 2012 for tax purposes. Anything you can do to expedite this would be appreciated. Thank you.

Sincerely,



Maurice Shams

enclosures

cc: Joseph W. Hembree, II, President
Hembree Construction, Inc.

**ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION OF
HEMBREE CONSTRUCTION, INC.**

The undersigned President of Hembree Construction, Inc., a corporation organized and existing under the laws of the State of Florida, does hereby certify that the following Resolution of Amendment to the Articles of Incorporation has been approved by the Board of Directors and by the stockholder of Hembree Construction, Inc. on the 21 day of DECEMBER, 2012.

RESOLVED, the Articles of Incorporation are amended by deleting Article III and any other provisions referring to Capital Stock in the Corporation and substituting in lieu thereof, the following:

Capital Stock. The aggregate number of shares which the Corporation will have authority to issue are 100,000 shares, consisting of 25,000 shares of Voting Common Stock ("Voting Common Stock") with a par value of \$7.00 per share, and 75,000 shares of Non-Voting Common Stock ("Non-Voting Common Stock") with a par value of \$7.00 per share. The Voting Common Stock and Non-Voting Common Stock shall be subject to the rights, preferences, restrictions and limitations as herein set forth. The stated capital of the Corporation shall be at least equal to the sum of the aggregate par value of all issued shares, including Voting Common Stock and Non-Voting Common Stock, or such amount as the Board of Directors determine will be transferred as stated capital of the Corporation.

The following is a statement of the designation, powers, preferences and rights of both the Voting Common Stock and Non-Voting Common Stock of the Corporation:

A. Voting Common Stock:

1. Voting: The Voting Common Stock issued and outstanding shall be vested with and possess the exclusive voting rights and voting powers of the Corporation provided under law and shall include, without limitation, the election of Directors, sale and/or transfer of assets, declaration and distribution of dividends for determination as to dissolution of the Corporation, and for all other purposes pertaining to the Corporation and the management and affairs of the Corporation. Each holder of Voting Common Stock shall be entitled to vote based on the holder's percentage of ownership of Voting Common Stock.

B. Non-Voting Common Stock:

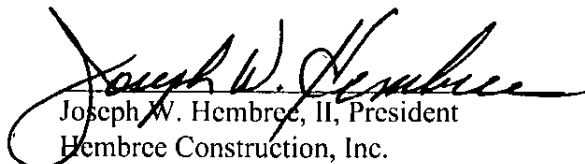
1. Voting: The holders of the Non-Voting Common Stock shall not be entitled to vote on any matter pertaining to the Corporation or affecting the management or affairs of the Corporation, and shall not be entitled to notice of any shareholders meeting or to vote upon the election of

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Directors, sale or transfer of assets, dissolution of the Corporation, declaration or distribution of dividends or for any other purposes of the Corporation.

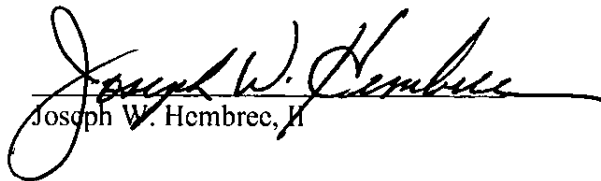
- C. As to both Voting Common Stock and Non-Voting Common Stock:
1. Proprietary Interest in the Corporation: Both Voting Common Stock and Non-Voting Common Stock shall have all rights appertaining to authorized and issued shares of the Corporation as provided under law except as to voting rights, which shall be exclusively vested as herein provided with Voting Common Stock. Each share of Voting Common Stock and Non-Voting Common Stock shall be equal as to ownership, proprietary and equity interest in the Corporation, including without limitation, payment of dividends to Shareholders, distribution of proceeds upon sale or transfer of assets or liquidation of the Corporation. Notwithstanding anything herein to the contrary, in no event shall the Non-Voting Common Stock have any right to vote upon dissolution or sale or transfer of the assets of the Corporation. No stock in the Corporation shall be sold, assigned, transferred, pledged or hypothecated without approval of a majority of the Voting Common Stock interest.
 2. Preemptive Rights. No holder of Voting Common Stock or Non-Voting Common Stock shall have any preemptive right to subscribe for purchase or receive any part of any new or additional shares of any class of stock or obligations, warrants or other securities of the Corporation of any class, whether now or hereafter authorized, unless otherwise determined by the Board of Directors of the Corporation, and then on such terms and for such consideration as the Board of Directors in their absolute discretion may deem advisable.

Dated at Orlando, Orange County, Florida on this 21 day of DECEMBER, 2012.


Joseph W. Hembree, II, President
Hembree Construction, Inc.

CERTIFICATE OF APPROVAL OF THE SHAREHOLDER


The undersigned, Joseph W. Hembree, II, the sole shareholder of Hembree Construction, Inc., hereby approves and consents to the above-stated Written Action and Consent of the Board of Directors, effective December 21, 2012.


Joseph W. Hembree, II

STATE OF FLORIDA)
COUNTY OF ORANGE)

The foregoing instrument was sworn to and subscribed before me this 21st day of December, 2012, by Joseph W. Hembree, II, President of Hembree Construction, Inc., who is personally known to me.

(Notary Seal)


Notary Public, State of Florida
My commission expires: _____

