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Najmy Thompson P.L.

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**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
PIC TOWN ESTATES, INC.
DOCUMENT NUMBER OF CORPORATION: 723459**

Pursuant to provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

1. The Articles of Incorporation have been amended to add a new Article IX as follows:

(text in ~~strike-through~~ format indicate deletions; underlined text indicates additions)

Article IX. Sale of Assets: Distributions: Dissolution:

1. Eligible Voting Members: For the purposes of this Article IX, "Eligible Voting Members" shall be defined as members of the corporation that have paid all fees and charges owed to the corporation for a period of sixty (60) months prior to the date of the vote regarding the proposed action described in this Article IX. Only Eligible Voting Members shall have the authority to vote regarding the sale of assets, the plan of distribution, or dissolution of the corporation. As stated below, the action by the corporation described in this Article IX must be approved by not less than a majority of the total number of Eligible Voting Members in the corporation.

2. Sale of Assets:

a. Upon the approval of a majority of the total number of Eligible Voting Members in the corporation and in accordance with Section 617.1202, Florida Statutes, the corporation shall have the authority to sell any portion of, or all of, the assets (including real and/or personal property) owned by the corporation.

b. The Board shall provide thirty (30) days written notice of a members meeting for the Eligible Voting Members to vote to approve the sale, and the notice must set forth the time, date, and location of the meeting, as well as the terms of the proposed sale.

c. Eligible Voting Members may not vote on any sale of the corporation's assets by general proxy, but may vote in person at the meeting or by limited proxy.

3. Distributions:

a. Upon a partial or total liquidation of the corporation's assets as may be approved by the Eligible Voting Members in accordance with these Articles of Incorporation, the corporation may make distributions to its members as further described herein, and such benefit or distribution shall not be deemed to be a dividend or distribution of income.

b. Any plan of distribution to the members must comply with Section 617.1406, Florida Statutes, and other applicable law, and must be approved by a majority of the total number of Eligible Voting Members in the corporation.

c. The Board shall provide thirty (30) days written notice of a members meeting for the Eligible Voting Members to vote to approve the plan of distribution, and the notice must set forth the time, date, and location of the meeting, as well as the terms of the plan of distribution.

d. Eligible Voting Members may not vote on any such distribution by general proxy, but may vote in person at the meeting or by limited proxy.

e. Only Eligible Voting Interests, unless otherwise provided for in the approved plan of distribution, are eligible to receive a distribution in accordance with this provision.

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4. Dissolution of the corporation:

- a. Upon the approval of a majority of the total number of Eligible Voting Members in the corporation and in accordance with Section 617.1402, Florida Statutes, the corporation may be dissolved.
- b. If there has not been a prior vote approving of the sale of the corporation's assets and/or a plan of distribution of the proceeds in accordance with this Article IX, any vote to dissolve the corporation must also include a vote of the Eligible Voting Members to approve the sale of assets and a plan of distributions of proceeds in accordance with applicable law.
- c. The Board shall provide thirty (30) days written notice of a members meeting for the Eligible Voting Members to vote to approve the corporation's dissolution, and the notice must set forth the time, date, and location of the meeting, as well as the terms of the dissolution, and the terms of the sale of assets and distribution of the proceeds, if applicable.
- d. Eligible Voting Members may not vote on the dissolution of the corporation by general proxy, but may vote in person at the meeting or by limited proxy.
- e. Upon dissolution, the existing board members shall wind up the corporation's affairs in accordance with applicable law.

2. The members of the corporation are entitled to amend the articles of incorporation, and the date of adoption of the amendments by the members of the corporation was the 30th day of January, 2012.

3. The amendment was approved and adopted by a 2/3 majority vote present at a duly called membership meeting, and the number of votes cast for the amendment that was sufficient for approval, as required by Article VII of the Articles of Incorporation.

PIC TOWN ESTATES, INC.

Witnesses to President's signature

By: Richard A. Parker
Print Name: RICHARD A. PARKER
As It's President

John J. Packard
Print Name: JOHN J. PACKARD
L.S. BRANDANA
Print Name: L.S. BRANDANA

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 30th day of January, 2012, by Richard A. Parker as President of Pic Town Estates, Inc., on behalf of the Association.



Melanie M. Hall
Notary Public

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