

G55823

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

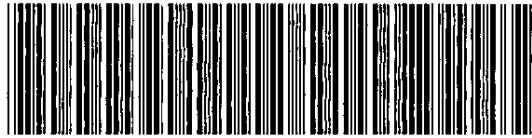
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*Amend*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
09 MAY 29 PM 12:32

T Roberts JUN 04 2009

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Royal Auto Insurance Agency, Inc.

**DOCUMENT NUMBER:** G55823

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Mirtha Ruiz

Name of Contact Person

Royal Auto Insurance Agency, Inc.

Firm/ Company

6447 Miami Lakes Dr. East Suite 100

Address

Miami Lakes, FL., 33014

City/ State and Zip Code

amfalero\_insurance@att.net

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Mirtha M. Ruiz

Name of Contact Person

at ( 305 )

828-3230

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &  
Certificate of Status

☒ \$43.75 Filing Fee &  
Certified Copy  
(Additional copy is enclosed)

☐ \$52.50 Filing Fee  
Certificate of Status  
Certified Copy  
(Additional Copy is enclosed)

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

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

Articles of Amendment  
to  
Articles of Incorporation  
of

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
09 MAY 29 PM 12:32

Royal Auto Insurance Agency, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

G55823

(Document Number of Corporation (if known))

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

**A. If amending name, enter the new name of the corporation:**

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

**B. Enter new principal office address, if applicable:**

(Principal office address **MUST BE A STREET ADDRESS**)

**C. Enter new mailing address, if applicable:**

(Mailing address **MAY BE A POST OFFICE BOX**)

6447 Miami Lakes Dr. East

Suite 100

Miami Lakes, FL., 33014

**D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

Name of New Registered Agent:

Mirtha M. Ruiz

New Registered Office Address:

6447 Miami Lakes Dr. East Suite 100

(Florida street address)

Miami Lakes

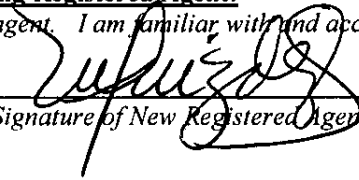
(City)

, Florida 33014

(Zip Code)

**New Registered Agent's Signature, if changing Registered Agent:**

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

  
Signature of New Registered Agent, if changing

**If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:**

*(Attach additional sheets, if necessary)*

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
DPST	Ruiz, Jesus	630 NW 19th Ave Miami, FL, 33125	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
Pres	Ruiz, Mirtha M.	6447 Miami Lakes Dr. East Suite 100 Miami Lakes, FL, 33014	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove

**E. If amending or adding additional Articles, enter change(s) here:**

*(attach additional sheets, if necessary). (Be specific)*

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**F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:**

*(if not applicable, indicate N/A)*

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The date of each amendment(s) adoption: 05/23/2009

Effective date if applicable: 05/23/2009  
(no more than 90 days after amendment file date)

**Adoption of Amendment(s) (CHECK ONE)**

☐ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

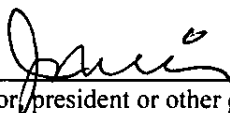
"The number of votes cast for the amendment(s) was/were sufficient for approval

by \_\_\_\_\_."  
(voting group)

☒ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated 5-23-2009

Signature   
(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Jesus Ruiz  
(Typed or printed name of person signing)

DPST  
(Title of person signing)

## **SALE OF BUSINESS ASSETS**

This is a sale agreement dated May 23<sup>rd</sup>, 2009 between Royal Auto Insurance Agency, Inc., owned in its entirety by Jesus Ruiz and Mirtha M. Ruiz.

It is agreed that the ownership of Royal Auto Insurance Agency, Inc. located at 2362 NW 7<sup>th</sup> St, Miami, FL., 33125, will be transferred in its entirety to Mirtha M. Ruiz as soon as the check payable to Mr Ruiz in the amount of \$ 20, 000.00 clears the bank.

Mrs. Mirtha M. Ruiz will keep the same corporate name and within 30 days all government entities will be notified of the ownership change.

Mrs. Ruiz will take possession of all office equipment, computer hardware and software, supplies fixtures and all other assets of similar character owned by Seller and used in the business.

Mrs. Ruiz will take possession of all contracts including leases, telephone numbers, telephone directories and advertising, customer lists including renewal rights of all existing policies, office records, licenses, permits and goodwill.

The total purchase price is \$ 20, 000.00 to be paid by check at the time of signing.

The closing date will be on May 23<sup>rd</sup>, 2009.

All accounts receivable in existence at closing are being made a part of this deal and are being purchased by Mrs. Ruiz.

Seller warrants that there are no outstanding encumbrances.

Mrs. Ruiz will not assume any liabilities of Seller, including claims arising out of operation of the business.

Mrs. Ruiz has no obligation to employ Seller's current employees, but may do so.

Beginning on the closing date and for a period of 5 years, Seller's owners its partners and associates will not, directly or indirectly within a 5 mile radius of the Business engage or solicit business from any of Sellers clients in any business similar to the type of business involved in this transaction.

Buyer can use all legally available remedies for a breach of the non-compete covenant, including injunctive relief.

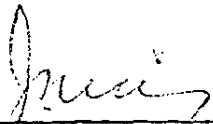
Seller will be responsible for payment of taxes in connection to the sale of assets.

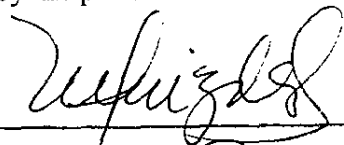
Seller will furnish to Buyer a complete listing of existing clients and existing creditors if any, said listings will be made a part of this agreement.

Seller warrants that he has timely filed all federal, state and local tax returns and has paid all applicable taxes and assessments which have become due and payable.

The corporation name and title will be transferred to Mrs. Ruiz at time of closing and filed with the State of Florida on the same date.

This document contains the entire agreement of the parties with respect to the subject matter and cannot be modified unless in writing and signed by the parties.

  
\_\_\_\_\_  
Jesus M. Ruiz (Seller)

  
\_\_\_\_\_  
Mirtha M. Ruiz (Buyer)