

H77315

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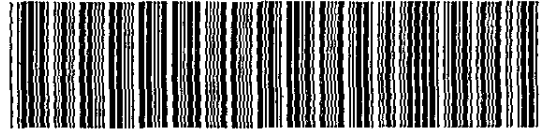
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TALLAHASSEE, FLORIDA

Amend 1-17-06 9-0-11-1

BRUCE R. ABERNETHY, JR., P.A.
ATTORNEY AND COUNSELOR AT LAW
WEALTH STRATEGIES DESIGN, ESTATE PLANNING, AND TRUST/PROBATE ADMINISTRATION
BOARD CERTIFIED WILLS, TRUSTS AND ESTATES SPECIALIST

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January 13, 2006

VIA FEDERAL EXPRESS
(800) 755-5111

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Robert Hinebaugh, Inc.

Dear Sir/Madam:

Enclosed please find Articles of Amendment to the Articles of Incorporation of Robert Hinebaugh, Inc.

We would appreciate your filing the original Articles of Amendment and returning the filing acknowledgment to my attention, together with a "filed" copy of the Articles. A photocopy of the Articles is enclosed for this purpose.

Our check made payable to the Division of Corporations in the amount of \$35.00 is enclosed for the filing fee.

Sincerely,



Bruce R. Abernethy, Jr.

BRA/pls

Enclosures: Articles of Amendment (original and one photocopy)

Check for Filing Fee

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF ROBERT HINEBAUGH, INC.

Pursuant to the provisions of Sections 607.1003 and 607.1006 of the Florida Statutes, Robert Hinebaugh, Inc., a Florida corporation, hereby adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is Robert Hinebaugh, Inc.
2. The original Articles of Incorporation for the Corporation were filed on September 23, 1985 and assigned Charter No. H77315.
3. Article III of the Articles of Incorporation is hereby amended to read as follows:

ARTICLE III

Paragraph 1: The class, number of shares and the par value of each class which the Corporation is authorized to issue are:

Class:	COMMON VOTING
Series:	None
Par Value:	\$.10 per share
Number of Shares authorized:	1,000
Class:	COMMON NON-VOTING
Series:	None
Par Value:	\$.10 per share
Number of Shares authorized:	99,000

Paragraph 2: The preferences, qualifications, limitations, restrictions and the special or relative rights in respect of the shares of each class are:

Section A. Voting rights:

In all matters upon which shareholders are entitled to vote there shall be one vote granted to each issued COMMON VOTING share.

All COMMON NON-VOTING shares shall have no voting rights, and the holders of same shall have no management rights by reason of holding such shares. Unless explicitly stated, there shall be no other differences between COMMON VOTING shares and COMMON NON-VOTING shares and the holders thereof.

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4. Article V of the Articles of Incorporation is hereby amended to read as follows:

ARTICLE V

No shareholder of the Corporation, by reason of the holding of shares by such shareholder, shall have any preemptive right to purchase, subscribe to, or have first offered to, any shares of any class of the Corporation, presently or subsequently authorized, or any notes, debentures, bonds or other securities of the Corporation convertible into, or carry options or warrants to purchase, shares of any class, presently or subsequently authorized (whether or not the issuance of any such shares, or such notes, debentures, bonds or other securities would adversely affect the dividend or voting rights of such shareholders), other than such rights, if any, as the Board of Directors in its sole discretion from time to time may grant, as such prices as the Board of Directors in its discretion may fix. The Board of Directors may issue shares of any class of the Corporation, or any notes, debentures, bonds or other securities convertible into, or carrying options or warrants to purchase, shares of any class without offering any such shares of any class, either in whole or in part, to the existing shareholders of any class.

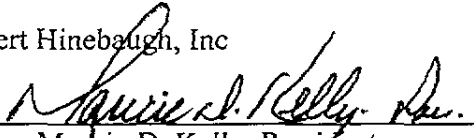
5. Each outstanding common share of the Corporation shall be reclassified and converted into two (2) shares of COMMON VOTING stock and one hundred ninety-eight (198) shares of COMMON NON-VOTING stock such that after such reclassification and conversion, the Corporation will have 1,000 shares of COMMON VOTING stock and 99,000 shares of COMMON NON-VOTING stock issued and outstanding.

The foregoing Articles of Amendment to the Articles of Incorporation of the Corporation were adopted by the written consent of all of the Shareholders and Directors of the Corporation, which written consents were dated January 10, 2006.

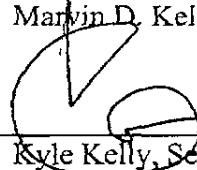
IN WITNESS WHEREOF, the President and Secretary of the Corporation have executed these Articles of Amendment this 10th day of January, 2006, on behalf of the Corporation.

Robert Hinebaugh, Inc

By


Marvin D. Kelly, President

By


Kyle Kelly, Secretary

STATE OF FLORIDA
COUNTY OF ST. LUCIE

The foregoing instrument was acknowledged before me this 10th day of January, 2006, by Marvin D. Kelly, as President of Robert Hinebaugh, Inc, who is personally known to me or produced a Florida driver's license as identification and by Kyle Kelly, as Secretary of Robert Hinebaugh, Inc., who is personally known to me or produced a Florida driver's license as identification, on behalf of the Corporation.

Pamela L. Saul
Notary Public, State of Florida
Printed name: Pamela L. Saul

My Commission Expires:



Pamela L. Saul
My Commission DD185998
Expires March 23, 2007