

J16569

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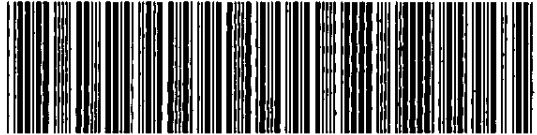
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
09 OCT 19 PM 3:50

Amend
@ 10/20/09

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Bonifay Holding Company, Inc.

DOCUMENT NUMBER: J16569

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

Please return all correspondence concerning this matter to the following:

Annette G. Lovrich

Name of Contact Person

Bonifay Holding Company, Inc.

Firm/ Company

300 North Waukesha, P.O. Box 65

Address

Bonifay, FL 32425

City/ State and Zip Code

kathyleibold@thebankofbonifay.com

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

For further information concerning this matter, please call:

Annette G. Lovrich

Name of Contact Person

at (334)

836-4306

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

Bonifay Holding Company, Inc.

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

J16569

(Document Number of Corporation (if known))

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
09 OCT 19 PM 3:50

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)

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:

New Registered Office Address:

(Florida street address)

, Florida

(City)

(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> |
|--------------|-------------|----------------|---------------------------------|
| _____ | _____ | _____ | <input type="checkbox"/> Add |
| | | _____ | <input type="checkbox"/> Remove |
| | | _____ | |
| _____ | _____ | _____ | <input 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)

Amend Article VI - Capital Stock

See attachment.

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)

N/A

ARTICLE VI CAPITAL STOCK

The authorized capital stock of this Corporation shall consist of 1,000,000 shares of voting common stock, par value \$.01 per share, 1,000,000 shares of nonvoting common stock, par value \$.01 per share, and 1,000,000 shares of preferred stock, par value \$.01 per share.

The Board of Directors of the Corporation is authorized subject to the limitations prescribed by law and the provisions of this Article VI, to adopt one or more resolutions to provide for the issuance from time to time in one or more series of any number of shares of Preferred Stock, up to a maximum of one million (1,000,000) shares, to establish the number of shares to be included in each such series, and to fix the designation, relative rights, preferences, qualifications and limitations of the shares of each such series. The authority of the Board of Directors with respect to each such series shall include, but not be limited to, a determination of the following:

- (a) The number of shares constituting that series and the distinctive designation of that series;
- (b) The dividend rate on the shares of that series, whether dividends shall be cumulative and, if so, from which date or dates, and whether they should be payable in preference to, or in another relation to, the dividends payable on any other class or classes or series of stock;
- (c) Whether that series shall have voting rights, in addition to the voting rights provided by law, and, if so, the terms of such voting rights;
- (d) Whether that series shall have conversion or exchange privileges and, if so, the terms and conditions of such conversion or exchange, including provision for adjustments for the conversion or exchange rate in such events as the Board of Directors shall determine;
- (e) Whether or not the shares of that series shall be redeemable and, if so, the terms and conditions of such redemption, including the manner of selecting shares for redemption if less than all shares are to be redeemed, the date or dates upon or after which they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;
- (f) Whether that series shall be entitled to the benefit of a sinking fund to be applied to the purchase or redemption of shares of that series and, if so, the terms and amounts of such sinking funds;
- (g) The right of the shares of that series in the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation and whether such rights shall be in preference to, or in other relation to, the comparable rights or any other class or classes or series of stock; and
- (h) Any other relative, participating, optional or other special rights, qualifications, limitations or restrictions of that series.

Prior to the issuance of any shares of any series of Preferred Stock established by Board resolution, the Corporation shall make the appropriate filing with the Florida Department of State to establish and designate the series of preferred stock and to fix and determine the rights and preferences.

The date of each amendment(s) adoption: May 19, 2009
(date of adoption is required)

Effective date if applicable: _____
(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 October 7, 2009

Signature Annette G. Lovrich
(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)

Annette G. Lovrich
(Typed or printed name of person signing)

Board Secretary
(Title of person signing)