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05 DEC 15 AM 10:31
TALLAHASSEE, FLORIDA

Ambr.

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
A.G. INTERESTS, INC.

FILED
05 DEC 15 AM 10:31
CLERK OF STATE
TALLAHASSEE, FLORIDA

A. G. Interests, Inc., a Florida corporation (the "Corporation"), certifies to the Florida Secretary of State as follows:

1. Under the Corporation's current Articles of Incorporation, the Corporation's authorized capital stock consists of Ten Thousand (10,000) shares of common stock, One Dollar (\$1.00) par value. The Corporation presently has 10,000 shares of common stock issued and outstanding.
2. On November 23, 2005, the Shareholders and Directors of the Corporation adopted the resolution set forth below:

RESOLVED by the shareholders and directors of the Corporation, that Article IV of the Articles of Incorporation shall be amended and restated to read in full as follows:

"ARTICLE IV – CAPITAL STOCK"

This Corporation is authorized to issue two classes of common stock to be designated Class A common stock ("Class A") and Class B common stock ("Class B"). The total number of shares which the Corporation is authorized to issue is Twenty Thousand (20,000) shares. The number of shares of Class A authorized to be issued is Ten Thousand (10,000) shares, par value of One Dollar (\$1.00) per share, and the number of shares of Class B authorized to be issued is Ten Thousand (10,000) shares, par value of One Dollar (\$1.00) per share.

Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the board of Directors of this Corporation at any regular or special meeting.

The Board of Directors is hereby authorized, in the resolution or resolutions adopted by the Board of Directors providing for the issuance of any wholly unissued series of Class B, within the limitations and restrictions stated in the Articles of Amendment to the Articles of Incorporation, to fix or alter the dividend rights, dividend rate, conversion rights, voting rights, rights and terms of redemption (including sinking fund provisions), the redemption price or prices, and the liquidation preferences of any wholly unissued series of Class B.”; and

FURTHER RESOLVED, by the shareholders and directors of the Corporation, that Article XI of the Articles of Incorporation shall be amended and restated to read in full as follows:

“ARTICLE XI – REMOVAL OF DIRECTORS

A majority interest of the Shareholders of common stock of this Corporation then entitled to vote at an election of Directors shall be entitled to remove any Director from his office with or without cause during his or her term.”; and


FURTHER RESOLVED, by the shareholders and directors of the Corporation, that each of the common shares of the Corporation issued and outstanding as of 9:00 P.m. on November 23, 2005 (the “Record Date”) shall be converted into and become 1 share of Class A and 1 share of Class B with a par value of One Dollar (\$1.00) per share; and

FURTHER RESOLVED by the shareholders and directors of the Corporation, that each holder of record of common shares of the Corporation, as of the Record Date, shall surrender his or her certificates of the Corporation issued and outstanding on the Record Date and the Corporation shall, upon surrender of each shareholder’s old certificates, issue to such holder of record one or more certificates representing the proportionate number of shares of Class A and Class B common stock after the stock split; and

FURTHER RESOLVED by the shareholders and directors of the Corporation, that all of the actions and transactions of the Board of Directors and Officers of the Corporation, taken and made for and on behalf of the Corporation since the last annual meeting of the shareholders and Board of Directors should be, and the same are hereby ratified, confirmed, and approved.


IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to the Articles of Incorporation to be executed by Allen Goines, its President, this, the 24th day of November, 2005.

A.G. INTERESTS, INC.

By: 
Allen Goins
President

STATE OF FLORIDA
COUNTY OF Hillsborough

The foregoing was acknowledged before me this 5th day of December 2005, by Allen Goins, who [☒] is personally known to me or who [☐] has produced _____ as identification.


Notary Public
My commission expires:

