

K79073

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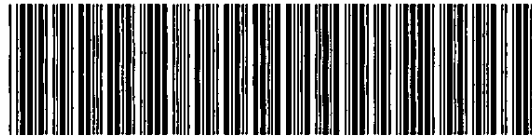
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*Amended and Restated
Part*

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08 AUG 18 AM 11:42
TALLAHASSEE, FLORIDA

T. Roberts AUG 20 2008

AUGUST 8, 2008

AMMENDMENT SECTION DIVISION OF CORPORATIONS
P O BOX 6327
TALLAHASSEE, FLORIDA 32314

RE: H2AUTO, INC.
DOCUMENT # K79073

DEAR SIR/MADAME

THE ENCLOSED ARTICLES OF AMMENDMENT AND FEE ARE SUBMITTED
FOR FILING. PLEASE RETURN ALL CORRESPONDENCE CONCERNING THIS
MATTER TO THE FOLLOWING:

FROM: JAMES B. KELLY
704 MEDINA WAY
SUN CITY CENTER, FLORIDA 33573

ENCLOSED IS A CHECK FOR THE FOLLOWING AMOUNT \$35.00. THANK YOU
FOR YOUR ASSISTANCE IN THIS MATTER.

VERY TRULY YOURS,

A handwritten signature in cursive script, appearing to read "James B. Kelly".

JAMES B. KELLY
704 MEDINA WAY
SUN CITY CENTER, FLORIDA 33573
813-642-9881

**SECOND ARTICLES OF AMENDMENT
ADOPTING THE RE-STATED & AMENDED ARTICLES OF INCORPORATION
OF
H2AUTO, INC.**

The undersigned, for the purpose of rescinding all previous Articles of Incorporation and any Articles of Amendment thereto for H2AUTO, INC., a corporation under the Florida General Corporation Act, and hereby adopts the following Re-stated and Amended Articles of Incorporation.

ARTICLE I

NAME

The corporate name is H2AUTO, INC.

ARTICLE II

REGISTERED OFFICE

The name of the Registered Agent is JAMES B. KELLY, who address is 704 Medina Way, Sun City Center, Florida 33573. The street address of the principal place of business/mailing address of H2AUTO, INC. is 4011 W. Osborne Avenue, Tampa, Florida 33614.

ARTICLE III

PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which the corporation has

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authority to issue is Seven Thousand Five Hundred (7,500.00), all of which shall be common shares with a par value of One (\$1.00) Dollar. The Board of Directors shall not have the power to authorize or issue stock or classes of stock whether with or without certificates. The shareholders shall have the sole power to authorize and issue stock in the corporation whether with or without certificates. The powers granted in Florida Statute §607.0621 (Florida Statutes 2004) shall be reserved to the shareholders. The Board of Directors shall not have the authority to issue rights, options or warrants for the purchase of shares of the corporation, which such right or power is reserved to the shareholders. The Board of Directors shall not have the power to issue a share dividend, which such right or power is reserved to the shareholders. The corporation shall have no authority to acquire its own shares without shareholder approval.

ARTICLE V

PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights in accordance with Florida Statute §607.0630 (Florida Statutes 2004).

ARTICLE VI

BY-LAW ADOPTION & CHANGES

The shareholders shall have the sole authority and power to adopt Re-stated and Amended By-Laws, Emergency By-Laws and have the power to adopt any amendments or changes to the By-Laws of the corporation.

ARTICLE VII

DURATION

The duration of the corporation is perpetual.

ARTICLE VIII

SHAREHOLDER MEETINGS

Any action required or permitted to be taken at an annual or special meeting of shareholders may not be taken without a duly notice meeting.

ARTICLE IX

DIRECTORS

The business of the corporation shall be managed by a Board of Directors consisting of a minimum of one (1) director and a maximum of six (6) directors. Names and addresses of the current Directors:

<u>NAME</u>	<u>ADDRESS</u>
JAMES B. KELLY President/Chairman of the Board	704 Medina Way Sun City Center, FL 33573
YVONNE S. KELLY Vice President Secretary Treasurer	704 Medina Way Sun City Center, FL 33573

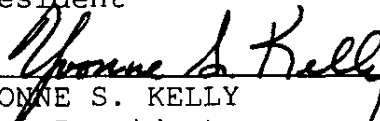
These Second Articles of Amendment Adopting the Re-Stated and Amended Articles of Incorporation of H2AUTO, INC. were adopted on the 9th day of August, 2008, and shall be immediately effective upon filing. These Second Articles of Amendment Adopting the Re-Stated and Amended Articles of Incorporation of H2AUTO, INC., were approved by all shareholders and directors of the

corporation.

Signed this 9th day of August, 2008.



JAMES B. KELLY
Chairman of the Board
President



YVONNE S. KELLY
Vice President
Secretary
Treasurer

SHAREHOLDER'S WRITTEN CONSENT TO ACTION

H2AUTO, INC.

The undersigned, being all of the shareholders of H2AUTO, INC., hereby consent to the adoption of the following resolution:

Resolved, that the following are elected as Directors of the Corporation, each to serve until the successor is elected and qualified.

Director: JAMES B. KELLY
Director: YVONNE S. KELLY

The shareholders execute this consent to the foregoing in accordance with F.S. 607.0704 in lieu of holding a meeting (annual or otherwise) of the shareholders of the Corporation, to have the force and effect as the unanimous vote of the shareholders. The Secretary of the Corporation is hereby instructed to file this Consent as a part of the corporate record.

Dated this 9th day of August, 2008.


JAMES B. KELLY, SHAREHOLDER


YVONNE S. KELLY, SHAREHOLDER