

# L45856

## ATTORNEYS' TITLE

Requestor's Name

660 E. Jefferson St.

Address

Tallahassee, FL 32301

850-222-2785

City/St/Zip

Phone #

FILED  
02 AUG 12 PM 12:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1- AMERIPLUS, INC.

*Amend*

2-

3-

4-

RECEIVED  
02 AUG 12 AM 10:47  
DIVISION OF CORPORATION

Walk-in

Pick-up time ASAP

Certified Copy

Mail-out

Will wait

Photocopy

Certificate of Status

### NEW FILINGS

<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non-Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

### AMENDMENTS

<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

### OTHER FILINGS

<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

### REGISTRATION/QUALIFICATION

<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

400007048624--2  
-08/12/02--01036--013  
\*\*\*\*131.25 \*\*\*\*\*43.75

Examiner's Initials

*ROP*

*8/12/02*

**ARTICLES OF AMENDMENT**  
**TO**  
**ARTICLES OF INCORPORATION**  
**OF**  
**AMERIPLUS, INC.**

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Pursuant to Section 607.1006, Florida Statutes, the Articles of Incorporation of the above corporation are hereby amended as follows:

I. Article IV is hereby amended to read as follows:

**“ARTICLE IV - CAPITAL STOCK**

This Corporation is authorized to issue 55,500 shares of stock divided into three classes. The designation of each class, the number of shares of each class, and the par value of the shares of each class are as follows:

<u>CLASS</u>	<u>NUMBER OF SHARES</u>	<u>PAR VALUE PER SHARE</u>
Non-Cumulative 5% Preferred Stock	50,000	\$100.00
Class A Non-Voting Common Stock	5,000	\$1.00
Class B Voting Common Stock	500	\$1.00

a. Voting Rights. Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Class B Voting Common Stock, each share of which shall be entitled to one vote, and the Non-Cumulative 5% Preferred Stock, each share of which shall be entitled to one vote. Holders of the Class A Non-Voting Common Stock shares shall not

be entitled to vote.

b. Relative Rights and Preferences. The relative rights, privileges, and preferences of the Non-Cumulative 5% Preferred Stock, the Class A Non-voting Common Stock, and the Class B Voting Common Stock are as follows:

(i) Dividends. The holders of the shares of Non-Cumulative 5% Preferred Stock shall be entitled to receive dividends not exceeding five percent (5%) of the par value of such shares when and as declared by the Board of Directors out of funds of the Corporation at the time legally available for the declaration of dividends. Such dividends may be declared and paid quarterly and shall be payable in preference and priority to any payment of dividends on shares of either class of Common Stock, but shall not be cumulative and no right shall accrue to holders of the Non-Cumulative 5% Preferred Stock by reason of the fact that dividends on such shares are not, or have not been, declared in prior period. After dividends on Preferred share have been paid, declared, or set apart for payment to holders of the Preferred shares, the Board of Directors may declare and pay or set apart dividends for the Common shares to the extent of the net earnings of the Corporation.

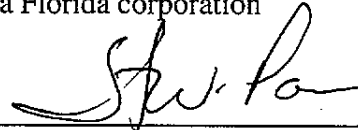
(ii) Liquidation. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of the Non-Cumulative 5% Preferred shares shall receive, out of the asset of the Corporation remaining after debts and liabilities have been paid, and before any amounts are paid to the holders of the Common shares, an amount equal to the par value of such shares plus all declared and unpaid dividends. The remaining assets and funds of the Corporation shall be paid to the holders of the Common shares. For this purpose, the Class A Non-Voting Common Stock and the Class B Voting Common Stock shares shall be treated as identical.

II. Except as hereby amended, the Articles of Incorporation of the corporation as previously amended are hereby ratified and affirmed.

III. The foregoing Articles of Amendment were adopted by the Board of Directors and the Shareholders of the Corporation on the 9<sup>th</sup> day of August, 2002. The holders of the Class B Voting Common Stock of the Corporation were the only voting group entitled to vote on the amendment and the number of votes cast for the adoption of the amendment was sufficient for approval by that voting group.

IN WITNESS WHEREOF, the undersigned officer has executed these Articles of Amendment this 9<sup>th</sup> day of August, 2002.

AMERIPLUS, INC.,  
a Florida corporation



By: Steven W. Poirier, President

(Corporate Seal)