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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2009 OCT 13 AM 10:38

FILED

Amended
[Signature]

10/13/09

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: RENNA'S PIZZA ADVERTISING COOPERATIVE OF GREATER JACKSONVILLE, FL, INC.

DOCUMENT NUMBER: _____

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

Please return all correspondence concerning this matter to the following:

Rogelio Blanco III
(Name of Contact Person)

RENNA'S PIZZA
(Firm/ Company)

4624 TOWN CROSSING DR. STE. 125
(Address)

JACKSONVILLE, FL 32246
(City/ State and Zip Code)

rblando@rennaspizza.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

JOSEPH RENNA or ROY BLANCO at (904) 349-1269
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|--|--|--|
| <input type="checkbox"/> \$35 Filing Fee | <input checked="" type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input type="checkbox"/> \$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

RENNAS' PIZZA ADVERTISING COOPERATIVE OF GAITHERSBURG, MD, INC.
(Name of Corporation as currently filed with the Florida Dept. of State)

FILED
2009 OCT 13 AM 10:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For 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" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

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:

Rogelio Blanco III

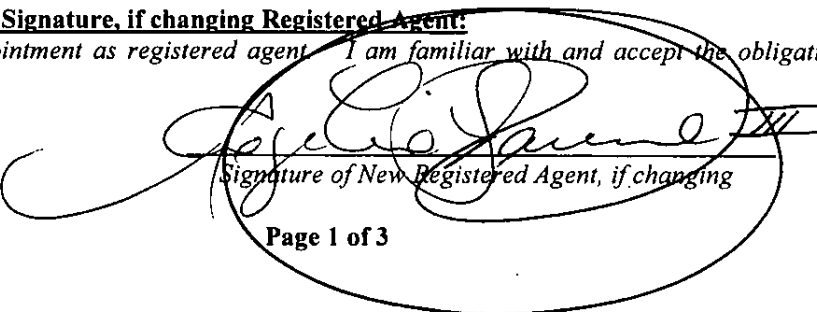
New Registered Office Address:

4624 TOWN CROSSING DR. STE. 121
(Florida street address)

JACKSONVILLE, FL, Florida 32246
(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

**AMENDED ARTICLES OF INCORPORATION
OF
RENNA'S PIZZA ADVERTISING COOPERATIVE OF
GREATER JACKSONVILLE, FLORIDA, INC.**

The undersigned, acting as the incorporator(s), adopts these Amended Articles of Incorporation and forms a not for profit corporation (the "Corporation") under the Florida Not for Profit Corporation Act (the "Act"), as follows:

**I.
Name**

The name of the Corporation is Renna's Pizza Advertising Cooperative of Greater Jacksonville, Florida, Inc.

**II.
Term of Existence**

The Corporation's existence commences on the date of the filing of these Articles of incorporation with the secretary of state of Florida. The corporation will have perpetual existence thereafter.

**III.
Purposes**

The purposes for which the Corporation is formed are to aggregate resources to negotiate, purchase and develop advertising and related marketing materials and services, and aggregate resources to conduct research, and engage in public relations to and on behalf of its members including Renna's Pizza Franchising, LLC, a Florida limited liability company ("Franchisor"), affiliates of Franchisor, and Renna's Pizza franchisees located in the designated market area for the greater Jacksonville, Florida area as determined by the Nielsen and Arbitron rating services ("Greater Jacksonville DMA"). The purposes also include collecting funds from members and planning, discussing, producing and disseminating advertising and sales promotion programs for all members, and accomplish all purposes associated with furthering the objectives of the Corporation and enhancing and collecting contributions. The aforementioned have always been and remain the only purposes of the Corporation since its inception.

**IV.
Membership**

Members in the Corporation shall, at all times, be limited to Franchisor, affiliates of Franchisor and Renna's Pizza franchisees located within the Greater Jacksonville DMA. Additional Renna's Pizza franchisees and affiliates of Franchisor located within the Greater Jacksonville DMA may be admitted as members of the Corporation upon certification to the

Corporation by Franchisor that said franchisee or affiliate is duly licensed and qualified and otherwise in good standing as an owner of a Renna's Pizza restaurant outlet. For membership purposes, any business entity and its owners are deemed a single member. Each member shall have one vote for each outlet owned by such member (or its affiliate) and operating. Otherwise, the qualifications, rights and activities of voting members will be as provided in the Bylaws.

V.

Limitation on Activities - General

No part of the net earnings of the Corporation will inure to the benefit of, or be distributable to, any member, director or officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), except that the existing members at the time of dissolution or final liquidation will be entitled to share in the distribution of any remaining corporate assets, it being the intent of the Corporation that no such distribution or remaining corporate assets shall occur unless and until there be a dissolution or final liquidation. Nothing in these Articles restricts the Corporation from reimbursing the member for funds furnished or loaned or for services performed.

VI.

Limitation on Activities Upon Dissolution of Final Liquidation

Upon dissolution of this Corporation, or the final liquidation of its assets, whether voluntary or involuntary or by operation of law, except as and to the extent otherwise provided or required by law, the net assets remaining may be distributed only in accordance with the Bylaws or other rules governing the Corporation; provided, however, that nothing contained in these Articles will be construed to prevent a distribution from the net assets of the Corporation to another distributee, otherwise properly made in accordance with the provisions of these Articles and the purposes herein stated, solely by reason of the fact that one or more of the members, officers or directors of the corporation may be connected or associated with the distributee as a shareholder, member, trustee, director, officer or in any other capacity.

VII.

Principal Office

The principal office and mailing address of the Corporation is 10774 Waverly Bluff Way, Jacksonville, Florida 32223.

VIII.

Directors

The Corporation will have one director initially. Directors may be elected, removed from office and hold office as provided in the Bylaws of the Corporation. The number of directors may be increased or decreased from time to time as provided in the Bylaws, provided that the Corporation will always have at least one director. The name(s) and address(es) of the initial

director(s) of the Corporation, who will serve until their successor(s) are duly elected and qualified, are as follows:

<u>Name</u>	<u>Address</u>
Joseph Renna	10774 Waverly Bluff Way Jacksonville, Florida 32223

IX.
Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 10774 Waverly Bluff Way, Jacksonville, Florida 32223, and the name of its initial registered agent at such address is Joseph Renna.

X.
Incorporator

The name and address of the incorporator signing these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Joseph Renna	10774 Waverly Bluff Way Jacksonville, Florida 32223

XI.
Bylaws

The power to adopt, alter, amend or repeal Bylaws will be vested in the Corporation's Board of Directors. However, the Bylaws and any amendments, modifications or restatement of them will not be valid unless previously approved by the Franchisor.

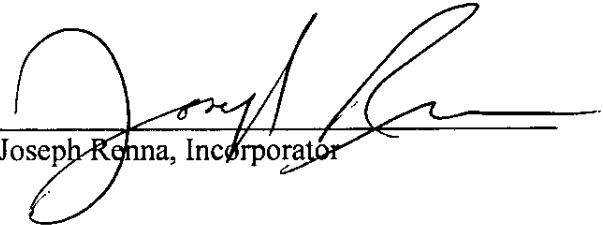
XII.
Indemnification

The Corporation will indemnify any member, director or officer or any former member, director or officer, to the fullest extent permitted by law.

XIII.
Indemnification

These Articles of Incorporation may be amended in the manner provided by law, except that no amendment may be made to these Articles of Incorporation that will eliminate or limit the rights of the Franchisor or without the consent of the Franchisor.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 2 day of Sept, 2009.



Joseph Renna, Incorporator

(Attach additional sheets, if necessary)

(attach additional sheets, if necessary). (Be specific)

Page 2 of 3

The date of each amendment(s) adoption: SEPT. 2, 2009
(date of adoption is required)

Effective date if applicable: _____
(no more than 90 days after amendment file date)

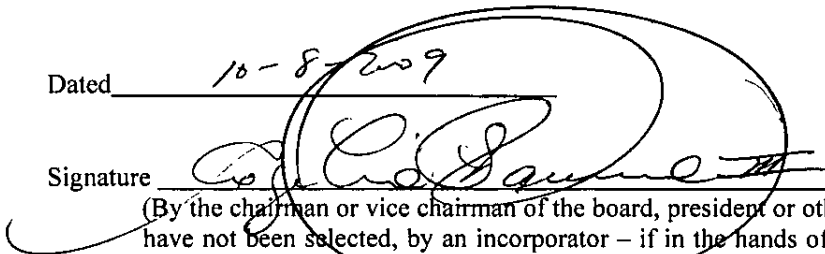
Adoption of Amendment(s) **(CHECK ONE)**

☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.

☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 10-8-2009

Signature


(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Rogelio Blanco III

(Typed or printed name of person signing)

VP

(Title of person signing)