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Division of Corporations

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*Amend
@ 4/25/14*

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April 24, 2014

FLORIDA DEPARTMENT OF STATE
Division of Corporations

R H.O.W. HOUSE, INC.
160 S.E. 6TH AVENUE
SUITE A-1
DELRAY BEACH, FL 33483

SUBJECT: R H.O.W. HOUSE, INC.
REF: P01000095343

RE-SUBMIT

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The amendment must be adopted in one of the following manners:

(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Carolyn Lewis
Regulatory Specialist II

FAX Aud. #: H14000097114
Letter Number: 414A00008748

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P.O. BOX 6327 - Tallahassee, Florida 32314

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
R.H.O.W. HOUSE, INC.**

R.H.O.W. HOUSE, INC., a Florida corporation (the "Corporation"), hereby amends its Articles of Incorporation (the "Articles") for the purposes set forth below in accordance with the Florida Business Corporation Act.

1. The date of the filing of the Articles of the Corporation was September 24, 2001 and assigned Florida document number P01000095343.

2. The following amendment to the Articles of the Corporation is adopted by the Corporation: Article VI is hereby deleted in its entirety and replaced with the following:

"No shareholder shall have the right to sell, assign, pledge, encumber, transfer or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Notwithstanding anything contained in this Article VI to the contrary, any shareholder may assign, pledge, encumber or transfer its shares of the capital stock of this corporation as collateral security to any lender to the corporation, without otherwise having to comply with the terms and conditions of this Article VI, including, without limitation, without having to first offer such shares for sale to this corporation. Without limiting the foregoing, upon the sale, transfer, assignment or other disposition of all or a portion of any shareholder's capital stock of this corporation pursuant to the exercise of a remedy by any pledgee in accordance with a pledge agreement, security agreement or other collateral documentation entered into by such shareholder, the pledgee or its assignee or designee shall become a shareholder of this corporation and shall acquire all

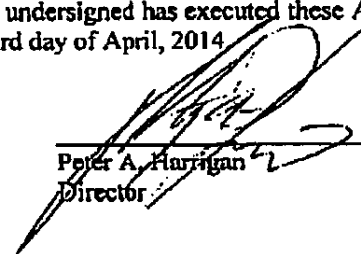
right, title and interest of such shareholder, whether voting, economic or otherwise. While any such assignment, pledge, encumbrance or transfer by any shareholder is in effect, this paragraph of this Article VI shall not be amended without first obtaining the written consent of the pledgee.”

3. The foregoing amendment was adopted by the shareholders of the Corporation. The number of votes cast for the amendment by the shareholders of the Corporation was sufficient for approval.

4. All of the provisions of the Articles of the Corporation not amended herein are hereby ratified, confirmed and shall remain unchanged.

[Remainder of page intentionally left blank. Signature page follows.]

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation as of this 23rd day of April, 2014



Peter A. Harrigan
Director

P. Harrigan