

P2000054760

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

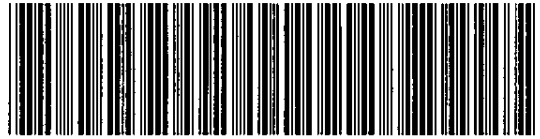
(Business Entity Name)

(Document Number)

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Amend

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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12/9/08

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Silver Star Capital Holdings, Inc. ■

DOCUMENT NUMBER: P02000054760 ■

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

Please return all correspondence concerning this matter to the following:

Cliffe R. Bodden
(Name of Contact Person)

Silver Star Capital Holdings, Inc.
(Firm/ Company)

2731 Silver Star Road, Suite 200
(Address)

Orlando, Florida 32808-3935
(City/ State and Zip Code)

For further information concerning this matter, please call:

Cliffe R. Bodden at (407) 522-7201, Ext 111
(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 checked="" type="checkbox"/> \$35 Filing Fee | <input 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

FILED

2008 DEC -4 PM 1:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Amendment
to
Articles of Incorporation
of

Silver Star Capital Holdings, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

P02000054760

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida 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," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

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:

New Registered Office Address:

(Florida street address)

(City)

Florida

(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

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

E. If amending or adding additional Articles, enter change(s) here:

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

Article IV is amended to add a second class of stock to be known as CLASS B COMMON STOCK, and

which is in addition to the existing COMMON STOCK, authorizing 2,000,000 shares. (See Articles of

Amendment to Articles of Incorporation attached herewith).

F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:

(if not applicable, indicate N/A)

Consent to the issuance of CLASS B COMMON STOCK is approved by majority shareholder vote, Minutes

attached herewith.

The date of each amendment(s) adoption: October 6, 2008

Effective date if applicable: October 6, 2008

(no more than 90 days after amendment file date)

Adoption of Amendment(s)

(CHECK ONE)

- ☒ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval

by _____."
(voting group)

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated November 21, 2008

Signature _____

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

CLIFFE R. BODDEN

(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SILVER STAR CAPITAL HOLDINGS, INC.**

(Document Number: P02000054760)

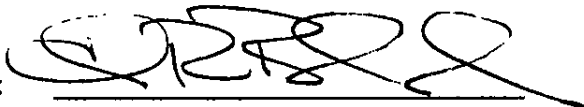
Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

AMENDMENT(S) ADOPTED: Article IV is amended to add a second class of stock to be known as **CLASS B COMMON STOCK**, and which is in addition to the existing common stock, authorizing 2,000,000 shares. Each share of Class B Common Stock shall have voting rights equivalent to 40% of the collective vote of common stock and Class B stock. After issuance, the remaining holders of Class B stock shall have a first right of refusal for the purchase of the resale of any Class B stock on the same terms and conditions of the proposal sale by any bonafide third party offer. The resale of any Class B stock shall be specified in signed agreements between the company, and the purchaser of such stock.

The date of this amendment is October 6, 2008, and which said amendment has been approved by the Board of Directors with the approval of shareholders holding a majority of existing common shares.

Signed this 7th day of November, 2008.

Signature: _____




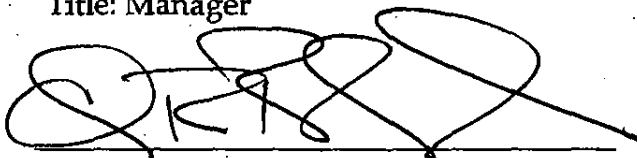
Cliffe R. Bodden,
President/Director

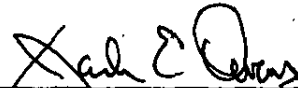
APPROVAL OF SHAREHOLDERS WITHOUT MEETING


The undersigned being shareholders of Silver Star Capital Holdings, Inc. holding a majority of the issued and outstanding stock thereof hereby consent, without the benefit of a meeting, to the issuance of Class B stock with the following terms and conditions:

- 1) Number of shares: 2,000,000
- 2) Voting rights of Class B stock shall be the equivalent of 40% of the collective vote of both common stock and class B stock combined.
- 3) Class B stockholders shall enjoy a first right of refusal on the resale of any Class B stock on a pro rata basis.
- 4) Class B resale shall be restricted pursuant to existing agreement between the company and Class B holders.
- 5) Class B stock shall be treated to equal treatment with common stock as it relates to distribution and received dividends.


Bayside Realty Holdings, LLC
By: Sandra Sears
Title: Manager


Cliffe R. Bodden

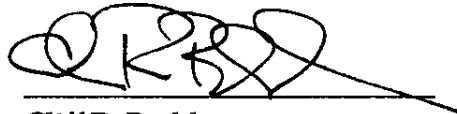

Jack E. Owens

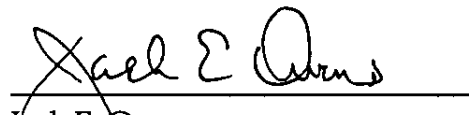

Silver Star Capital Investors, LLC
By: Robert L. Dittman
Title: Manager

**WAIVER OF NOTICE OF THE SPECIAL
MEETING OF DIRECTORS
OF
SILVER STAR CAPITAL HOLDINGS, INC.**

The undersigned director of Silver Star Holdings, Inc. hereby waives proper notice and consents to a Special Meeting of the Board of Directors of said corporation held on October 6, 2008 at 2731 Silver Star Road, Orlando, Fl 32808, commencing at 3:00 p.m, and do hereby further consent to the transaction of such business as may lawfully come before said meeting.

Dated: October 6, 2008


Cliff R. Bodden


Jack E. Owens

**MINUTES OF THE SPECIAL MEETING OF DIRECTORS
OF
SILVER STAR CAPITAL HOLDINGS, INC.**

Minutes of a Special Meeting of Directors of Silver Star Capital Holdings, Inc. duly called and held on October 6, 2008 at 2731 Silver Star Road, Orlando, Florida 32808, commencing at 3:00 p.m.

The following directors were present in person and constituted a quorum: Jack E. Owens and Cliffe R. Bodden.

Mr. Bodden acted as Chairman and called the Meeting to order and announced that the Meeting was being held pursuant to written waiver and consent to the holding of the Meeting. The waiver and consent were presented to this Meeting and upon motion duly made, seconded and unanimously carried was made part of the Minutes, and inserted in the Minute Book immediately preceding these Minutes of Meeting.

WHEREAS, it is deemed desirable and in the best interest of this corporation that the following actions be taken by the Directors of this corporation pursuant to the following Resolutions,

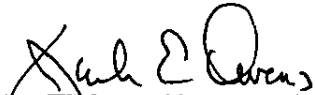
NOW THEREFORE, BE IT RESOLVED that, pursuant to the applicable law, the undersigned, being a majority of the Directors of this corporation hereby consent to, approve, and adopt the following:

RESOLUTION TO ISSUE A SECOND CLASS OF SHARES

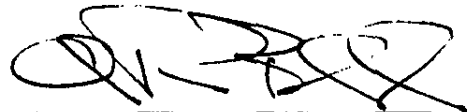
RESOLVED, that the company shall issue a second class of shares titled **CLASS B COMMON STOCK** under the following conditions:

- A. Number of shares: 2,000,000
- B. Voting rights of Class B stock shall be the equivalent of 40% of the collective vote of both common stock and class B stock combined
- C. Class B stockholders shall enjoy a first right of refusal on the resale of any Class B stock on a pro rata basis.
- D. Class B resale shall be restricted pursuant to existing agreement between the company and Class B holders.
- E. Class B stock shall be treated to equal treatment with common stock as it relates to distribution and received dividends.

There being no further business the meeting was adjourned.



Jack E. Owens
Chairman



Cliffe R. Bodden
Secretary