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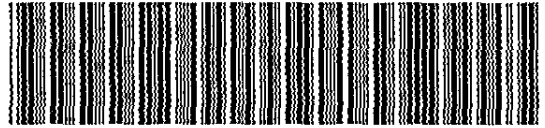
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

T BROWN AUG - 3 2004

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Amended Articles of Incorporation, Change of Registered agent and
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)
Change of physical address for Funco Resorts, Inc.

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Anthony D. Giacomo, President, Funco Resorts, Inc.
Name (Printed or typed)

2444 NW 1st Blvd.
Address

Gainesville, FL 32609
City, State & Zip

407-466-3355
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

Amended Articles of Incorporation of Funco Resorts Inc.

Pursuant to the provisions of Section 607.1006, Fla. Stat., this Florida for-profit corporation adopts the following articles of amendment to its Articles of Incorporation:

No amendment provides for the exchange, reclassification, or cancellation of issued shares:

The date of the adopted amendments is July 20, 2004:

The amendments were approved by the shareholders. The number of votes cast for the amendments was sufficient for approval:

Amendments: the following articles are amended, added, or deleted:

- I. The name of the Corporation is Funco Resorts Inc.
- II. The Principal office and mailing address of the Corporation in the State of Florida is located at 2444 NE 1st Blvd, Gainesville, Florida 32609, in Alachua County, Florida. Its registered agent at that address is Anthony DiGiacomo.
- III. The nature of the business of the Corporation and its objects are to acquire, maintain, develop, rent, use, mortgage, and dispose of real property and interests; acquire, own, pledge, dispose of, and deal in shares of capital stock, rights, bonds, debentures, notes, trust receipts and other securities, obligations, chooses in action, and evidences of indebtedness or interest issued or created by any corporations, associations, firms, trusts, or person, public or private; acquire and pay for, in cash, stock, bonds, or other securities of the Corporation or otherwise, the goodwill, rights, assets, and property of any person, firm, association, or Corporation; enter into, make, and perform contracts of every kind; borrow moneys and to issue, accept, endorse, and execute promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or non-negotiable instruments and evidences of indebtedness; lend any of its funds, either with or without security; acquire, hold and dispose of shares of its own capital stock and the rights thereto; carry on any other lawful business for which a corporation may be organized under the laws of Florida, including but not limited to providing administrative, consulting, staff-support, and related services to its customers and patrons; carry out all or any patron for the foregoing purposes as principal or agent; do all such things as are necessary and incidental to the attainment of the above-state purposes; and have and exercise all the powers conferred upon corporations by the laws of the State of Florida.
- IV. A. The total numbers of shares that this Corporation is authorized to issue is two million shares of common stock, each share having the par value of one dollar (\$1).

B. No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

convertible securities of any nature; provided, however, that the Shareholders or the board of directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that they or it may deem advisable in connection with such issuance.

C. The shareholders or the Board of Directors may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as they may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the Bylaws.

D. Pursuant to this Section, the Shareholders or the Board of Directors may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock, so long as such modifications do not adversely affect the Corporation's Subchapter S status.

V. The Corporation was sufficiently and properly capitalized for its inception and daily business activities, and the records of which can be found in the Corporate office.

VI. A. The name and mailing address of the incorporator is : Anthony DiGiacomo, 2444 NE 1st Blvd, Gainesville, Florida 32609. the Shareholders or the Board may elect or appoint a President, (presently denominated as Anthony DiGiacomo), one or more Vice Presidents ((presently denominated as Anthony DiGiacomo), a Secretary (presently denominated as Anthony DiGiacomo), a Treasurer (presently denominated as Anthony DiGiacomo) and such other officers as it may determine, who shall have such duties and powers as hereinafter provided.

B. All Corporate activities shall be undertaken by the Board of Directors, who will be nominated and approved by the Shareholders at the annual meeting. The names and address of the initial Directors are:

Name:
Anthony DiGiacomo

Address:
2444 NE 1st Blvd
Gainesville, FL 32609

VII. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors (Board) shall be expressly authorized and empowered to act for the Corporation as the Corporate Bylaws may allow.

VIII. All of the property and assets of the Corporation may be sold, leased, or exchanged, upon such terms and conditions and for such consideration as the Directors shall deem appropriate for the best interests of the Corporation.

IX. A corporate director or officer shall not be disqualified by his office from dealing or contracting with the Corporation, either as a vendor, purchaser, or

- otherwise; provide, however, that such transaction or contract is fully disclosed to and thereafter authorized, ratified or approved by the Directors.
- X. No person shall be liable to the Corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by him as a director or officer of the corporation in good faith, and as may be designated by the Bylaws.
- XI. Any Corporate contract, transaction, or act which is approved or ratified by the Directors, or a majority of a quorum of the shareholders entitled to vote at any meeting, shall be as valid and binding as through approved or ratified by every shareholder of the Corporation.
- XII. The Corporation may adopt Bylaws from time to time, and to provide, inter alia, for the fullest indemnification permitted by the laws of the State of Florida. The corporation may also purchase and maintain insurance on behalf of any person who is or was a director or officer of the Corporation.
- XIII. Meetings of Shareholders or Directors may be held outside the State of Florida.
- XIV. The Corporation reserves the right to amend or repeal any provision contained in these Amended Articles of Incorporation, and in any manner now or hereafter prescribed by statute.
- XV. Whenever a vote of Shareholders or Directors at a meeting thereof is required or permitted to be taken in connection with any Corporate action, the meeting and vote may be dispensed with if such number of shareholders or directors who, if voting, could have authorized such action consent at any time to such corporate action being taken.
- XVI. The regular meetings of the Corporation shall be held on the first business day following the Corporation's annual incorporation date, or as soon thereafter as a meeting may be properly scheduled by the Directors and Shareholders. The annual meeting of the Shareholders shall be held on the first business day following the Corporation's annual incorporation date, or as soon thereafter as a meeting may be properly scheduled by the directors and shareholders. Special meetings may be held as noted the Bylaws.
- XVII. Any shareholder entitled to vote at any meeting may authorize another person or persons to act for him by Proxy. The shareholder or his attorney-in-fact must sign the Proxy, and no Proxy shall be valid after the expiration of eleven months from the date thereof, unless otherwise provided in the Proxy.
- XVIII. The directors shall be elected at the annual meeting of the shareholders, and shall hold office until the next annual meeting.
- XIX. The Corporation shall at all times keep correct minutes, books, and records of account.
- XX. The Corporate seal shall be circular in form, and shall bear the name of the Corporation and the year of its organization.
- XXI. The fiscal year shall begin the first day of January of each calendar year.
- XXII. The corporation may, at any time, and via appropriate Resolution, authorize that the corporate shareholders, officers, or directors have full authority to exercise all corporate powers contemplated in the se amended articles, or as otherwise may be provided by Florida law or statute.

XXIII. The Corporation may elect to be an S Corporation, as provided in the Sub-Chapter S of the IRS Code of 1986, as amended.

In witness whereof the undersigned, for the purpose of amending the Articles of Incorporation pursuant to the General Corporation Laws of the State of Florida, as well as giving official notice for a change of business address, do execute this document on this 27 Day of July, 2004.

I also accept designation as registered agent, and agree to act in this capacity, and perform all appropriate duties and responsibilities related thereto.

Funco Resorts, Inc

By: 

Anthony DiGiacomo, Incorporator,
Registered Agent, Director,
President