

P.04000138337

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9-23

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: REALTY ACQUISITIONS & TRUST INC.

DOCUMENT NUMBER: P04000138337

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

Please return all correspondence concerning this matter to the following:

Robert Vitale

(Name of Contact Person)

REALTY ACQUISITIONS & TRUST INC.

(Firm/ Company)

3691 NW 124TH AVENUE

(Address)

CORAL SPRINGS FL, 33065

(City/ State/ and Zip Code)

For further information concerning this matter, please call:

at (800) 980-2443

(Name of Contact Person)

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee & Certificate of Status

☐ \$43.75 Filing Fee &
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☐ \$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
409 E. Gaines Street
Tallahassee, FL 32399

Articles of Amendment
to
Articles of Incorporation
of

REALTY ACQUISITIONS & TRUST INC.

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

P04000138337

(Document number of corporation (if known))

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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

NEW CORPORATE NAME (if changing):

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

Please see attached pages

(Attach additional pages if necessary)

If an amendment provides for 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)

(continued)

The date of each amendment(s) adoption: 09/12/2005

Effective date if applicable: 09/12/2005
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

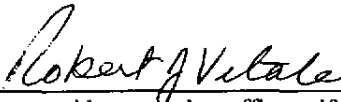
- ☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each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

Signed this 12th day of September, 2005.

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)

Robert Vitale

(Typed or printed name of person signing)

Director

(Title of person signing)

FILING FEE: \$35

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
REALTY ACQUISITIONS & TRUST, INC.**

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, REALTY ACQUISITIONS & TRUST, INC. (the "Corporation") adopts the following Articles of Amendment to its Articles of Incorporation.

1. The name of the corporation is Realty Acquisitions & Trust, Inc.

2. The following Amendments to the Articles of Incorporation were adopted by the written consent of the board of directors and shareholders of the Corporation being the holders of that number of shares of Common Stock of the Corporation entitled to vote thereon and having no less than the minimum number of votes necessary to authorize or take such action, pursuant to written consent of such directors and shareholders as of the 12th day of September, 2005, in a manner prescribed by the Florida Business Corporation Act, Sections 607.0704, and 607.1003, Florida Statutes, to be effective upon a filing with the Secretary of State. The number of voting capital stock consenting to the Amendments was sufficient for approval of the Amendments.

3. Article IV of the Articles of Incorporation is hereby amended to read as follows:

"ARTICLE IV. CAPITAL STOCK"

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 20,000 shares consisting of 10,000 shares of common stock, par value \$1.00 per share, and 10,000 shares of preferred stock, par value \$1.00 per share. The shares of preferred stock may be created and issued from time to time, in such series and with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such series of preferred stock as adopted by the Board of Directors pursuant to the authority in this paragraph given.

(a) By unanimous written consent of the Board of Directors of the Corporation dated September 12, 2005, the Board of Directors designated three thousand (3,000) shares of the Preferred Stock as Series A Preferred Stock with the designations, powers, preferences and rights, and the qualifications, limitations or restrictions hereof, as hereinafter described.

i. Designation. The designation of the said series of Preferred Stock shall be the "Series A Preferred Stock" (the "Series A Preferred").

ii. Number of Shares; Par Value and Stated Capital. The number of shares of Series A Preferred shall be limited to 3,000. The shares of Series A Preferred shall be issued as full shares, and shall have a stated value of \$1.00 per share.

iii. Dividends. There are no dividend rights applicable to the shares of Series A Preferred.

iv. Liquidation. There are no liquidation preferences applicable to the shares of Series A Preferred.

v. Voting. The shares of Series A Preferred shall have no voting rights except as provided and mandated under the laws of the State of Florida.

vi. Conversion. There are no conversion features applicable to the shares of Series A Preferred.

vii. No Preemptive Rights. No holder of any shares of Series A Preferred, as such, shall be entitled as a matter of right to subscribe for or purchase any part of any new or additional issue of shares of any class or series, junior or senior thereto, or securities convertible into, exchangeable for, or exercisable for the purchase of, shares of any class or series, junior or senior, whether now or hereafter authorized, and whether issued for cash, property, services, by way of dividends, or otherwise.

viii. Redemption. The Corporation shall redeem each share of the Series A Preferred for an amount equal to the lesser of (a) 120% of the Stated Value per share or (b) the Stated Value plus a pro-rata portion per share of all shares of the Series A Preferred outstanding of twenty-five(25) percent of the net profits derived from the sale, after payment of all expenses and taxes, of the property described in and pursuant to the terms of the Confidential Term Sheet dated September 15, 2005..

4. The following Articles will be added to the Articles of Incorporation:

"ARTICLE VIII
INDEMNIFICATION

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

ARTICLE IX
AFFILIATED TRANSACTIONS

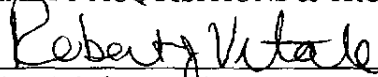
This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE X
CONTROL SHARE ACQUISITIONS

This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions."

5. Except as modified herein, the Articles of Incorporation of the Corporation shall remain in full force and effect.

REALTY ACQUISITIONS & TRUST, INC.


Robert Vitale, President