

OCT-21-05

18:04

FROM AKERMAN SENTERPITT & EIDSON

(407) 843-7860

7384 001304 F-092

DIVISION OF CORPORATIONS

P05000034361

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H05000250026 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0380

From:

Account Name : AKERMAN SENTERPITT & EIDSON
Account Number : 076656002425
Phone : (407) 843-7860
Fax Number : (407) 843-6610

RECEIVED

05 OCT 24 AM 8:00

DIVISION OF CORPORATIONS

BASIC AMENDMENT

APPALOOSA RIDGE, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$43.75

Electronic Filing Menu

Corporate Filing

Public Access

FILED
05 OCT 24 AM 8:21
SECRETARY OF STATE
TALLAHASSEE FLORIDA

men

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
APPALOOSA RIDGE, INC.

H05000250026 3
FILED
05 OCT 24 AM 8:21
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to Sections 607.1006 and 607.1067
of the Florida Statutes

Appaloosa Ridge, Inc. (hereinafter called the "Corporation") does hereby certify as follows:

By written action in lieu of a meeting of the Board of Directors of the Corporation, a resolution was duly adopted setting forth an amendment to the Articles of Incorporation of the Corporation and declaring said amendment to be advisable. The stockholders of the Corporation duly approved said proposed amendment by written action in lieu of a meeting of stockholders. The resolution setting forth the amendment is as follows:

RESOLVED: That Article IV of the Articles of Incorporation of the Corporation be and hereby is deleted in its entirety, and the following Article IV is inserted in lieu thereof:

"ARTICLE IV

The total number of shares of all classes of stock which the Corporation is authorized to issue is (i) 200 shares of voting Common Stock, \$1.00 par value per share ("Common Stock"), and (ii) 855,936 shares of nonvoting Preferred Stock, \$1.00 par value per share ("Preferred Stock").

The following is a statement of the designations and the powers, privileges and rights, and the qualifications, limitations or restrictions thereof in respect of each class of capital stock of the Corporation.

A. COMMON STOCK

1. **General.** The dividend and liquidation rights of the holders of the Common Stock are subject to and qualified by the rights of the holders of the Preferred Stock as set forth below in this Certificate of Amendment.

2. **Voting.** The holders of the Common Stock are entitled to one vote for each share held at all meetings of stockholders (and written actions in lieu of meetings). There shall be no cumulative voting.

3. **Change in Authorized Common Stock.** The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of ninety percent (90%) of the Common Stock of the Corporation entitled to vote.

H05000250026 3

4. Dividends. Dividends may be declared and paid on the Common Stock from funds lawfully available therefor as and when determined by the Board of Directors but subject to any preferential dividend rights of any then outstanding Preferred Stock.

5. Liquidation. Upon the dissolution or liquidation of the Corporation, whether voluntary or involuntary, holders of Common Stock will be entitled to receive all assets of the Corporation available for distribution to its stockholders, subject to any preferential rights of any then outstanding Preferred Stock.

B. PREFERRED STOCK.

The Preferred Stock shall have the following rights, preferences, powers, privileges and restrictions, qualifications and limitations.

1. Dividends.

No dividends shall accrue or be paid on the Preferred Stock. The Corporation shall not declare or pay any cash dividends on shares of Common Stock until all Preferred Stock has been redeemed.

2. Liquidation, Dissolution or Winding Up; Certain Mergers, Consolidations and Asset Sales.

(a) In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of shares of Preferred Stock then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its stockholders, before any payment shall be made to the holders of Common Stock, an amount equal to the Par Value of each such share of Preferred Stock. If upon any such liquidation, dissolution or winding up of the Corporation the assets of the Corporation available for distribution to its stockholders shall be insufficient to pay the holders of shares of Preferred Stock the full amount to which they shall be entitled, the holders of shares of Preferred Stock shall share ratably in any distribution of the assets and funds of the Corporation in proportion to the respective amounts which would otherwise be payable in respect of the shares held by them upon such distribution if all amounts payable on or with respect to such shares were paid in full.

(b) After the payment of all preferential amounts required to be paid to the holders of Preferred Stock, upon the dissolution, liquidation or winding up of the Corporation, the holders of shares of Common Stock then outstanding shall be entitled to receive the remaining assets and funds of the Corporation available for distribution to its stockholders.

(c) Any merger or consolidation in which (i) the Corporation is a constituent party or (ii) a subsidiary of the Corporation is a constituent party and the Corporation issues shares of its capital stock pursuant to such merger or consolidation or sale of all or substantially all the assets of the Corporation (in any single or series of related transactions), at the option of the holders of Preferred Stock, shall be deemed to be a liquidation of the Corporation for purposes of this Section 2, and the agreement or plan of merger or consolidation with respect to such merger, consolidation or sale shall provide that the consideration payable to the stockholders of the Corporation (in the case of a merger or consolidation), or consideration

H05000250026 3

H05000250026 3

payable to the Corporation, together with all other available assets of the Corporation (in the case of an asset sale), shall be distributed to the holders of capital stock of the Corporation in accordance with Subsections 2(a) and 2(b) above. The amount deemed distributed to the holders of Preferred Stock upon any such merger, consolidation or sale shall be the cash or the value of the property, rights or securities distributed to such holders by the Corporation or the acquiring person, firm or other entity. The value of such property, rights or other securities shall be determined in good faith by the Board of Directors of the Corporation.

3. Voting. The Preferred Stock shall have no voting rights.

4. Change in Authorized Preferred Stock. The number of authorized shares of Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of ninety percent (90%) of the Common Stock of the Corporation entitled to vote.

5. Waiver. Any of the rights of a holder of Preferred Stock set forth herein may only be waived by the holder of such Preferred Stock."

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its President this 21st day of ~~April~~ October, 2005.

APPALOOSA RIDGE, INC.

By: 
Garrett Kenny, President

ORA 72278;1

{ORA 72278;1}

H05000250026 3