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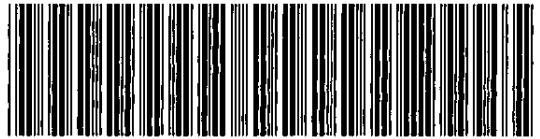
(Business Entity Name)

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2008 FEB 21 AM 10:37

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amended &  
Restored  
Articles  
SJ

22208

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** LOANWELL FINANCIAL CORPORATION

**DOCUMENT NUMBER:** P06000022598

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

Please return all correspondence concerning this matter to the following:

MARK R. DOLAN

(Name of Contact Person)

DOLAN LAW FIRM

(Firm/ Company)

1277 BAYSHORE BOULEVARD

(Address)

DUNEDIN, FL 34698

(City/ State and Zip Code)

For further information concerning this matter, please call:

MARK R. DOLAN

(Name of Contact Person)

at ( 727 ) 433-0011

(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 &  
Certified Copy  
(Additional copy is  
enclosed)

☐ \$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

**2<sup>ND</sup> AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
LOANWELL FINANCIAL CORPORATION**

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FIRST:** The name of the Corporation is LoanWell Financial Corporation.

**SECOND:** The address of the corporation's principal office in the State of Florida is 13700 - 58<sup>th</sup> Street, in the city of Clearwater, County of Pinellas, State of Florida, 33760. The registered agent of the Corporation is Mark R. Dolan, Esq., located at 1277 Bayshore Boulevard, Florida 34698.

**THIRD:** The Corporation is to have perpetual existence and may, and is authorized to, engage in any activity or business now or hereafter permitted under the laws of the United States and the State of Florida.

**FOURTH:** The total number of shares of stock that the Corporation shall have authority to issue is Sixty Million (60,000,000) shares, which shall be subdivided into classes as follows:

- (a) Fifty Million (50,000,000) shares of the Corporation's capital stock shall be denominated as Common Stock, having no par value per share, and have the rights, powers and preferences generally accorded to common stockholders under the General Corporation Law of Florida.
- (b) Ten Million (10,000,000) shares of the Corporation's authorized capital stock shall be denominated as Preferred Stock, having no par value. Shares of Preferred Stock may be issued from time to time in one or more series as the Board of Directors, by resolution or resolutions, may from time to time determine, each of said series to be distinctively designated. The voting powers, preferences and relative, participating, optional and other special rights, and the qualifications, limitations or restrictions thereof, if any, of each such series of Preferred Stock may differ from those of any and all other series of Preferred Stock at any time outstanding, and the Board of Directors is expressly granted authority to fix or alter, by resolution or resolutions, the designation, number, voting powers, preferences and relative, participating, optional and other special rights, and the qualifications, limitations and restrictions thereof, of each such series of Preferred Stock.

**FIFTH:** No holder of shares of the Corporation of any class or series shall have any preemptive right to subscribe for, purchase, or receive any shares of the Corporation of any class or series now or hereafter authorized, or any options or warrants for such shares, or any securities convertible into or exchangeable for such shares, which may at any time be issued, sold, or offered for sale by the Corporation. Cumulative voting by the stockholders of the Corporation at any election of directors of the Corporation is hereby prohibited.

**SIXTH:** All of the powers of this Corporation, insofar as this 2<sup>nd</sup> Amended and Restated Articles of Incorporation may lawfully vest the same in the Board of Directors, are hereby conferred upon the Board of Directors of this Corporation. In furtherance and not in limitation of that power the Board of Directors shall have the power to make, adopt, alter, amend and repeal from time to time by-laws of this Corporation, subject to the right of the shareholders entitled to vote with respect thereto to adopt, alter, amend and repeal by-laws made by the Board of Directors.

**SEVENTH:** The number of directors constituting the entire board shall be as set forth in or determined pursuant to the Bylaws of the Corporation.

**EIGHTH:** The election of directors need not be by written ballot.

**NINTH:** To the fullest extent permitted by law, the Corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), liability, loss, judgment, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceedings, had no reasonable cause to believe his conduct was unlawful. The termination of any action, upon a plea of nolo contendere or equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect of any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Such indemnity shall inure to the benefit of the heirs, executors and administrators of any such person so indemnified pursuant to this Article. The right to indemnification under this Article shall be a contract right and shall include, with respect to directors and officers, the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its disposition; provided however, that, if the Florida General Corporation Law requires, the payment of such expenses incurred by a director or officer in advance of the final disposition of a proceeding shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Article or otherwise. The Corporation may, by action of its board of directors, pay such expenses incurred by employees and agents of the Corporation upon such terms as the board of directors deems appropriate. Such indemnification and advancement of expenses shall be in addition to any other rights to which those seeking indemnification and advancement of expenses may be entitled under any law, Bylaw, agreement, vote of stockholders, or otherwise.

The Corporation may, to the fullest extent permitted by applicable law, at any time without further stockholder approval, purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under applicable law.

Any repeal or amendment of this Article by the stockholders of the Corporation or by changes in applicable law shall, to the extent permitted by applicable law, be prospective only, and shall not adversely affect any right to indemnification or advancement of expenses of a director or officer of the Corporation existing at the time of such repeal or amendment. In addition to the foregoing, the right to indemnification and advancement of expenses shall be to the fullest extent permitted by the General Corporation Law of the State of Florida or any other applicable law and all amendments to such laws as hereafter enacted from time to time.


**TENTH:** No director of the Corporation shall have any personal liability to the Corporation or to any of its stockholders for monetary damages for breach of fiduciary duty as a director; provided, however, that this provision eliminating such personal liability of a director shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the director derived an improper personal benefit. If the Florida General Corporation Law is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida General Corporation Law as so amended.

**ELEVENTH:** The Corporation reserves the right to amend, alter, change, or repeal any provision contained in this 2<sup>nd</sup> Amended and Restated Articles of Incorporation in the manner now or hereafter prescribed by law and all rights conferred on officers, directors, and stockholders herein are granted subject to this reservation.

**TWELVETH:** The foregoing 2<sup>nd</sup> Amended and Restated Articles of Incorporation amends and restates the Corporation's Amended and Restated Articles of Incorporation and was adopted and approved by a majority of the shareholders of the Corporation at a meeting of the shareholders held on February 20, 2008 and the number of votes cast by the shareholders was sufficient for approval.

**THIRTEENTH:** This 2<sup>nd</sup> Amended and Restated Articles of Incorporation will become effective upon the filing of these 2<sup>nd</sup> Amended and Restated Articles of Incorporation with the Florida Secretary of State.

**IN WITNESS WHEREOF** these 2<sup>nd</sup> Amended and Restated Articles of Incorporation have been signed on behalf of the Corporation this 20<sup>th</sup> day of February, 2008.

  
Michael Banner, President