

PO6000045896

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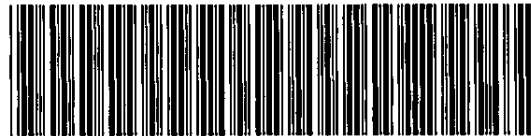
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TALLAHASSEE, FLORIDA

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Amend
C.COULLIETTE

APR 28 2010

EXAMINER

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: PRO FINANACIAL HOLDINGS, INC.

DOCUMENT NUMBER: P06000045896

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

Please return all correspondence concerning this matter to the following:

HERBERT D. HAUGHTON

Name of Contact Person

IGLER & DOUGHERTY, PA

Firm/ Company

2457 CARE DRIVE

Address

TALLAHASSEE, FL 32308

City/ State and Zip Code

hdh@idlaw.biz

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

HERBERT D. HAUGHTON

Name of Contact Person

at (850) 878-2411

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$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

**ARTICLES OF AMENDMENT
TO
THE ARTICLES OF INCORPORATION
OF
PRO FINANCIAL HOLDINGS, INC.**

Document No. P06000045896

Pursuant to the provisions of Section 607.1006 *Florida Statutes*, Pro Financial Holdings, Inc., a for profit corporation organized and existing under the laws of the State of Florida (the "Corporation"), does hereby amend its Articles of Incorporation ("Articles") as follows:

ARTICLE VI

1. by deleting the first sentence of Article VI, Section 1 and replacing it with the following:

"The Board of Directors of the Corporation shall be of one class and the number of directors shall be fixed from time to time exclusively by the Board of Directors pursuant to a resolution adopted by a majority of the full Board."; and

2. by deleting all of Article VI, Section 6 and replacing it with the following:

"Removal by Disinterested Directors: Any director may be removed from office with or without cause by a majority of "disinterested directors." For purposes of this Section 6, a disinterested director is defined to be a director who is not the subject of the removal."

CERTIFICATE

The undersigned, being the duly elected incumbent President and Chief Executive Officer of Pro Financial Holdings, Inc., does hereby certify that the foregoing Articles of Amendment were duly adopted on April 22, 2010 by the holders of a majority of the outstanding shares of Common Stock, being the sole voting group entitled to vote on the amendments, and the number of votes cast for the amendment was sufficient for approval by the holders of Common Stock.

26th IN WITNESS WHEREOF, the undersigned has hereunto affixed his signature this day of April, 2010.

PRO FINANCIAL HOLDINGS, INC.

By: B. B. Robinson

B. Bryan Robinson
President & Chief Executive Officer

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