

PO6000070332

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.

(((H06000303519 3)))



H060003035193ABC.

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

RECEIVED
06 DEC 29 AM 8:00
To: Division of Corporations
Fax Number : (850) 205-0380
From: Account Name : EDWARDS & ANGELL
Account Number : 075410001517
Phone : (561) 833-7700
Fax Number : (561) 655-8719

FILED
06 DEC 29 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COR AMND/RESTATE/CORRECT OR O/D RESIGN

PROUD TO LIVE IN AMERICA INC.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 02 |
| Estimated Charge | \$43.75 |

Electronic Filing Menu

Corporate Filing Menu

Help

Handwritten:
12-29-06
\$43.75
Out Corp

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PROUD TO LIVE IN AMERICA INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

06 DEC 29 AM 11:18

FILED

First: The name of the corporation is Proud To Live In America Inc.

Second: Article IV of the Articles of Incorporation of the Corporation is hereby amended in its entirety to read as follows:

"Article IV

The number of shares the corporation is authorized to issue is One Hundred Thousand (100,000) shares of common stock, \$.001 par value per share."

Third: That Article IX and Article X shall be added following Article VIII of the Articles of Incorporation of the Corporation, to read as follows:

"Article IX

A. The Corporation shall to the fullest extent permitted by law 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 or she 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.

B. The Corporation may pay in advance any expenses (including attorneys' fees) that may become subject to indemnification under paragraph A above if the person receiving the advance payment of expenses undertakes in writing to repay such payment if it is ultimately determined that such person is not entitled to indemnification by the Corporation under paragraph A above.

C. The indemnification provided by paragraph A above shall not be exclusive of any other rights to which a person may be entitled by law, bylaw, agreement, vote or consent of stockholders or directors, or otherwise.

D. The indemnification and advance payment provided by paragraphs A and B above shall continue as to a person who has ceased to hold a position named in paragraph A above and shall inure to such person's heirs, executors, and administrators.

E. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who serves or served at the Corporation's request as a director, officer, employee, agent, partner, or trustee of another corporation or of a 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 power to indemnify such person against such liability under paragraph A above.

F. If any provision in this Article shall be invalid, illegal, or unenforceable, the validity, legality, and enforceability of the remaining provisions shall not in any way be affected or impaired thereby, and, to the extent possible, effect shall be given to the intent manifested by the provision held invalid, illegal, or unenforceable.

Article X

Except to the extent that the Business Corporation Act of the State of Florida prohibits the elimination or limitation of liability of directors for breach of the duties of a director, no director of the Corporation shall have any personal liability for monetary damages for any statement, vote, decision, act or failure to act, regarding corporate management or policy. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment."

Fourth: The foregoing amendment of the Articles of Incorporation was adopted as of the 28th day of December, 2006, by written consent of the sole member of the Board of Directors and approved by written consent of the sole shareholder of the Corporation as of the 28th day of December, 2006, and the number of votes cast for the amendment by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation on this 28th day of December, 2006, and does hereby certify that the facts stated in these Articles of Amendment to the Articles of Incorporation, are true and correct.

Proud to Live in America Inc.

By: 

Name: Philip D. Knab

Title: President