

P06000112587

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(City/State/Zip/Phone #)

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(Business Entity Name)

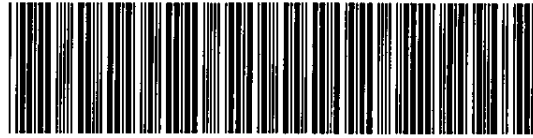
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*Amend  
Tennis*

06/04/07--01040--008 \*\*78.75

FILED  
2007 JUN 18 PM 11:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** KDB SERVICES, INC.

**DOCUMENT NUMBER:** P06000112587

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

Please return all correspondence concerning this matter to the following:

JAMES R. LAVIGNE  
(Name of Contact Person)

LAVIGNE, COTON & ASSOCIATES, P.A.  
FLORIDA - UNITED KINGDOM - LAS VEGAS  
7087 GRAND NATIONAL DRIVE, SUITE 100  
ORLANDO, FLORIDA 32819  
TEL: (407) 316-9988  
FAX: (407) 316-8820  
E-MAIL: ATTYLAVIGN@AOL.COM  
(City/ State and Zip Code)

RECEIVED  
07 JUN 18 AM 8:00  
DIVISION OF CORPORATIONS

For further information concerning this matter, please call:

JAMES R. LAVIGNE at (407) 316-9988  
(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 &  
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

previous check  
for \$43.75 already  
paid

# LAVIGNE, COTON & ASSOCIATES, P.A.

AN INTERNATIONAL LAW FIRM

## Partners

**James R. LaVigne**  
Florida Bar Certified – International Law  
LL.M. – International Law  
London, England

**Luis D. Coton**  
Retired

## Associates

**Joseph B. McFarland, M.A., LL.M**  
Member: Florida & New York Bars  
deutsch, español, français

**Andrea B. Slusser, JD**  
Member: North Carolina Bar  
Se habla español

May 30, 2007

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

**Re: KDB SERVICES, INC.**

To Whom It May Concern:

Please find enclosed check #9480 in the amount of \$78.75 as payment for the **Articles of Correction** for **KDB SERVICES, INC.**

Please note as well the change of registered agent which is now, Kevin Bendall.

Should you have any further questions, please do not hesitate to phone, fax, or email our office.

Very truly yours,



Andrea B. Slusser, Esquire

ABS:jb

Encls.: 2



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

June 8, 2007

ANDREA B. SLUSSER, ESQ.  
LAVIGNE, COTON & ASSOCIATES, P.A.  
7087 GRAND NATIONAL DRIVE, SUITE 100  
ORLANDO, FL 32819

SUBJECT: KDB SERVICES, INC.  
Ref. Number: P06000112587

We have received your document for KDB SERVICES, INC. and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Articles of Correction must be filed within 30 days of the file date of the document that is being corrected. As the time period for filing Articles of Correction has expired, an amendment to the articles of incorporation could be filed at this time.

We are enclosing the proper form(s) with instructions for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6905.

Thelma Lewis  
Document Specialist Supervisor

Letter Number: 007A00039052

Articles of Amendment  
to  
Articles of Incorporation  
of

KDIB Services, Inc.

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

PD600012587

(Document number of corporation (if known))

FILED

2007 JUN 18 PM 11:58

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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):

N/A

(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)

Article II Amended, see new Article IX

Article III Amended, see new Article III

Article IV Amended, see new Article IV

Article V Amended, see new Article IX

Article VI, Amended, see new Article XI

Article VII, Amended, see new Article II

Article VIII, Amended, see new Article XIII

new Articles I, VI, VII, VIII, X, XII, added

(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)

N/A

# Articles of Admendment

of

**KDB SERVICES, INC.**

The undersigned initiator to these Articles of Incorporation, desiring to form a corporation under the laws of the State of Florida, does hereby accept all of the rights and privileges, benefits, and obligations conferred and imposed by the said laws and does hereby adopt the following Articles of Incorporation as the Charter of the Corporation hereby organized.

## ARTICLE I

### NAME

The name of the corporation shall be KDB SERVICES, INC.

## ARTICLE II

### DURATION

The Corporation shall have perpetual existence, commencing upon the filing of these Articles of Incorporation, with the Department of State, State of Florida.

## ARTICLE III

### PURPOSES AND POWERS

Section 1. This Corporation is organized for the purpose of engaging in all lawful businesses permitted to a corporation organized under the Florida General Corporation Law, as in effect from time to time.

Section 2. The Corporation shall have all the powers set forth in the Florida General Corporation Law, as in effect from time to time, including but not limited to the following purposes:

(a) To construct, erect, repair, and remodel buildings and structures of all types for itself and others and to manufacture, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of and to invest in, trade in, deal in and with goods, wares, merchandise, personal property and services of every class, kind and description;

(b) To act as broker, agent or factor for any person, firm or corporation.

- (c) To purchase, lease, or otherwise acquire real and personal property and leaseholds thereof and interests therein; and to own, hold, manage, develop, improve, equip, maintain and operate and to sell, convey, exchange, lease or otherwise alienate and dispose of and to mortgage, pledge or otherwise encumber any and all such property and any and all legal and equitable rights thereunder and interests therein.
- (d) To borrow or raise money for any of the purposes of the Corporation and from time to time without limit as to amount to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable and nonnegotiable instruments and evidences of indebtedness; and to secure payment thereof and any interest therein by mortgage, pledge, creation of a security interest, conveyance or other assignment in trust, in whole or in part, of the assets of the Corporation, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired.
- (e) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of or any bonds, security or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government; and while the owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.
- (f) To enter into, make, perform, and carry out contracts and arrangements of every sort and kind which may be necessary or convenient for the business of the Corporation or business of a similar nature with any person, firm, corporation, association or syndicate or any private, public or municipal body existing under the government of the United States or any state, territory, colony or dependency thereof or foreign government so far as or to the extent that the same may be done or performed pursuant to law.
- (g) To enter into or become a partner in any agreement for sharing profits, union of interests, cooperation, joint venture or otherwise with any person, firm or corporation now carrying on or about to carry on any business which this Corporation has the direct or incidental authority to pursue.
- (h) To include in its Bylaws any regulatory or restrictive provisions relating to the proposed sale, transfer or other disposition of any of its outstanding stock by any of its shareholders or in the event of the death of any of its shareholders. The manner and form as well as all relevant terms, conditions and details thereof shall be determined by the shareholders of this Corporation; provided, however, that no such regulatory or restrictive provision shall affect the rights of third parties without actual knowledge thereof, unless such provision shall be noted upon the certificate evidencing the ownership of the said stock.
- (i) In general, to do any and all of the acts and things herein set forth to the same extent as natural persons could do and in any part of the world as principal, factor, agent, contractor, broker or otherwise, either alone or in company with any entity or individual; to establish one or more offices, both within the State of Florida and any part of the world, at which meetings of directors may be held and all or any part of the corporation's business may be conducted; and to exercise all or any of its corporate powers and rights in the state of Florida and in any and all other states,

territories, districts, dependencies, colonies or possessions in the United States of America and in any foreign countries.

- (j) To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers herein set forth and to do every other act and thing incidental thereto or connected therewith, to the extent permitted by law.

## **ARTICLE IV**

### **CAPITAL STOCK AND DIVIDENDS**

The amount of Capital Stock authorized shall consist of Two Hundred Thousand (200,000) shares of common voting stock having a par value of One Dollar (\$1.00) per share payable in lawful money of the United States of America or in other property, tangible or intangible, or in labor or services actually performed for the Corporation at a just valuation to be fixed by the Board of Directors or the Shareholders of the Corporation. The Capital Stock of the Corporation may be increased or decreased at any time as provided by the laws of Florida.

The holders of the outstanding Capital Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash or in property solely out of the unreserved and unrestricted earned surplus of the Corporation and dividends payable in shares of the Capital Stock of the Corporation solely out of any unreserved and unrestricted surplus of the Corporation, as provided by Florida law.

## **ARTICLE V**

### **NO SHARES ISSUED IN SERIES**

The shares of the Capital Stock of the Corporation are not to be issued in series.

## **ARTICLE VI**

### **NO PRE-EMPTIVE RIGHTS**

No holder of shares of the Capital Stock of any class of the Corporation shall have any pre-emptive or preferential right of subscription to any shares of any class of stock of the Corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the Corporation, issued or sold, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine from time to time and at such price as the Board of Directors may fix from time to time; and any shares of stock or convertible obligations which the Corporation may determine to offer for the subscription to the holders of stock may be offered to more than one class of stock, as the Board of Directors shall determine, in such proportions as between said classes of stock as the Board of Directors in its discretion may determine. As used in this Article, the expression "convertible obligations" shall include any notes, bonds, or other evidences of indebtedness to which are attached or with which are issued warrants or other rights to purchase stock of the Corporation of any class or classes. The Board of Directors is hereby expressly authorized in its discretion in connection with the issue of any obligations or stock of the Corporation (but without intending hereby to limit its



general power so to do in any other cases) to grant rights or options to purchase stock of the Corporation of any class upon such terms and during such periods as the Board of Directors shall determine and to cause such rights or options to be evidenced by such warrants or other instruments as it may deem advisable.

## **ARTICLE VII**

### **AFFILIATED TRANSACTIONS**

The Corporation, pursuant to Section 607.0901 of the Florida Statutes, expressly elects not to be governed by the said Section, pertaining to Affiliated Transactions.

## **ARTICLE VIII**

### **INDEMNIFICATION**

The Corporation shall have the authority to indemnify any officer, director or employee of the Corporation or any former officer, director or employee of the Corporation in accordance with its Bylaws, pursuant to an agreement authorized by the Board of Directors with such person or as otherwise permitted under the Florida General Corporation Law.

## **ARTICLE IX**

### **INITIAL CORPORATE ADDRESS AND REGISTERED OFFICE AND AGENT**

The initial street address of the Corporation is 14758 East Orange Lake Boulevard, Kissimmee, Florida 34747. The street address of the initial registered office of the Corporation is 14758 East Orange Lake Boulevard, Kissimmee, Florida 34747. The name of the initial registered agent of this Corporation at that address is Deborah Bendall.

## **ARTICLE X**

### **INITIAL BOARD OF DIRECTORS**

This Corporation shall have two (2) Directors initially. The number of Directors may be either increased or decreased from time to time by action in accordance with the provisions of the Bylaws, however there shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are:

Deborah Bendall  
14758 East Orange Lake Blvd.  
Kissimmee, FL 34747

Kevin Bendall  
14758 East Orange Lake Blvd.  
Kissimmee, FL 34747

## **ARTICLE XI**

### **INCORPORATOR**

The name and address of the Incorporators of this Corporation are:

DEBORAH BENDALL  
14758 EAST ORANGE LAKE BOULEVARD  
KISSIMMEE, FLORIDA 34747

KEVIN BENDALL  
14758 EAST ORANGE LAKE BOULEVARD  
KISSIMMEE, FLORIDA 34747

## **ARTICLE XII**

### **AMENDMENT**

Unless otherwise set forth herein, the Corporation reserves the right, in accordance with the Florida General Corporation Law, to amend, alter, modify, or repeal any provision or provisions contained in these Articles of Incorporation or any amendment hereto and any right conferred upon the Shareholders is subject to this reservation.

## **ARTICLE XIII**

### **PROVISIONS FOR THE REGULATION OF THE INTERNAL AFFAIRS OF THE CORPORATION**

For the regulation of the business and for the conduct of the affairs of the Corporation, to create, divide, limit and regulate the powers of the Corporation, the Directors and the Shareholders, provision is made as follows:

- (a) General authority is hereby conferred upon the Board of Directors of the Corporation, except as the Shareholders may otherwise from time to time provide or direct, to fix the consideration for which the shares of stock of the Corporation shall be issued and disposed of and to provide when and how such consideration shall be paid.
- (b) Meetings of the Incorporator, of the Shareholders and of the Directors of the Corporation, for all purposes, may be held at any place, either inside or outside the state of Florida.
- (c) All corporate powers, including the sale, mortgage, hypothecation and pledge of the whole or any part of the corporate property, shall be exercised by the Board of Directors, except as otherwise expressly provided by law.

- (d) The Board of Directors shall have power from time to time to fix and determine and vary the amount of working capital of the Corporation and direct and determine the use and disposition of any surplus or net profits over and above the capital stock paid in and in any such surplus or accumulated profits in purchasing or acquiring bonds or other obligations of the Corporation or shares of its own Capital Stock to such extent, in such manner and upon such terms as the Board of Directors may deem expedient.
- (e) The Board of Directors shall have the power of fixing the compensation by way of salaries and/or bonuses and/or pensions of the employees, the agents, the officers and Directors, all or each of them, in such sum and form and amount as may seem reasonable in and by their discretion.
- (f) The Board of Directors may designate from their number an executive committee which, for the time being, in the intervals between meetings of the board and to the extent provided by the Bylaws and authorized by law, shall exercise the powers of the Board of Directors in the management of the affairs and business of the Corporation.
- (g) Any one or more or all of the Directors may be removed, either with or without cause, at any time by the vote of the Shareholders holding a majority of the stock of the Corporation entitled to vote at any special meeting, and thereupon the term of each Director or Directors who shall have been so removed shall forthwith terminate and there shall be a vacancy or vacancies in the Board of Directors, to be filled as provided by the Bylaws.
- (h) The Board of Directors may elect various individuals, whether or not they are members of the Board of Directors, to serve the Corporation as officers. Said officer positions shall be described in the Corporation's Bylaws. Any officers of the Corporation may be removed either with or without cause at any time by vote of a majority of the Board of Directors.
- (i) No contract or other transaction between the Corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the Directors or officers of this Corporation is or are interested in or is a director or officer or are directors or officers of such other corporation, nor shall such contract or other transaction be affected by the fact that the Directors or officers of the Corporation are personally interested therein. Any Director or Directors, officers or officers, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of or with this Corporation or in which this Corporation is interested and no contract, act or transaction of this Corporation with any person or persons, firm, association or corporation. Each and every person who may become a Director or officer of this Corporation is hereby relieved, as far as is legally permissible, from any disability which might otherwise prevent him from contracting with the Corporation for the benefit of himself or of any firm, association or corporation in which he may be in anywise interested.
- (j) The Board of Directors may adopt a set of Bylaws which shall regulate further the affairs of this Corporation. The Bylaws of the Corporation may be amended or repealed and additional Bylaws added or adopted by a majority vote of the entire Board of Directors so long as the proposed action is not inconsistent with any Bylaws which may have been adopted at any Shareholders' meeting. The Bylaws of the Corporation may be amended or repealed at any Shareholders' meeting.

IN WITNESS WHEREOF, the above-named Incorporator has hereunto subscribed their names  
this 29th day of May, 2007.

*D. Bendall*  
DEBORAH BENDALL - Incorporator

*K. Bendall*  
KEVIN BENDALL - Incorporator

**STATE OF FLORIDA  
COUNTY OF ORANGE**

BEFORE ME, the undersigned authority, this day personally appeared DEBORAH BENDALL  
and KEVIN BENDALL, to me well known and well known to me to be the person described in  
and who subscribed their name to the foregoing Amended Articles of Incorporation and who  
acknowledged before me that they executed said Amended Articles of Incorporation for the  
uses and purposes therein expressed.

WITNESS my hand and seal at the County and State aforesaid this 29th day of May, 2007.

*James R. LeVigne*  
Notary Public, State of Florida  
My commission expires:



James R. LeVigne  
My Commission DD343814  
Expires September 24, 2008

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED IN COMPLIANCE WITH SECTIONS 48.091 AND 607.325, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:**

KDB SERVICES, INC. desiring to organize under the laws of the State of Florida, with its principal place of business in the City of KISSIMMEE, Florida, has named Deborah Bendall, located at 14757 East Orange Lake Boulevard, Kissimmee, Florida 34747 as its AGENT FOR ACCEPTANCE OF PROCESS WITHIN FLORIDA.

SIGNATURE:

*Deborah Bendall*  
DEBORAH BENDELL - Incorporator

*Kevin Bendall*

KEVIN BENDALL - Incorporator

DATE:

*May 29, 2007*

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY. FURTHER, I CERTIFY THAT I AM FAMILIAR WITH AND AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES, INCLUDING THE DUTIES AND OBLIGATIONS PROVIDED FOR IN SECTION 607.325, RELEVANT TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE:

*Deborah Bendall*  
DEBORAH BENDELL

DATE:

*May 29, 2007*

The date of each amendment(s) adoption:

MAY 29, 2007

Effective date if applicable:

upon Filing of Amended Articles  
(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.

Signature

X D. Y. Bendall

(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)

Deborah Bendall

(Typed or printed name of person signing)

Director

(Title of person signing)

**FILING FEE: \$35**