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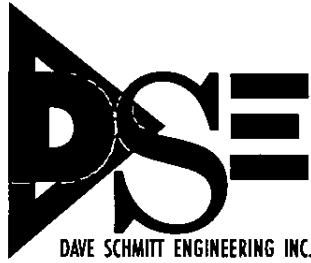
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2009 OCT 15 A 8:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

*Amend
Tellers
10-16-09*



October 7, 2009

Secretary of State
Division of Corporations
2661 Executive Center Circle
Tallahassee, FL 32301

Re: First Amendment to the Amended and Restated Articles of Incorporation of Dave Schmitt Engineering, Inc.

Dear Sir/Madam:

Enclosed please find an original signed First Amendment to the Amended and Restated Articles of Incorporation for Dave Schmitt Engineering, Inc., together with a check in the amount of \$35.00, to cover the filing fee. Please file the Amended and Restated Articles of Incorporation and notification of same to the above address.

If you have any questions or need further information, please do not hesitate to contact me at the telephone number located at the bottom. Thank you for your assistance.

Very truly yours,

Darla Schmitt
Office Manager

Enclosures.

**FIRST AMENDMENT
TO THE
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
DAVE SCHMITT ENGINEERING, INC.**

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DAVE SCHMITT ENGINEERING, INC., a Florida corporation (the "**Corporation**"), pursuant to Sections 607.1003, hereby adopts this First Amendment (the "**First Amendment**") to the Amended and Restated Articles of Incorporation of Dave Schmitt Engineering, Inc. of December 12, 2006, as hereinafter set forth.

1. The name of the Corporation is Dave Schmitt Engineering, Inc.
2. Pursuant to Sections 607.1003, 607.0821 and 607.0704, Florida Statutes, on September 17, 2009, the Board of Directors and the holders of all of the issued and outstanding Class A Common Stock, \$0.001 par value, of the Corporation unanimously adopted and approved this First Amendment. No shares of the Corporation's Class B Common Stock, \$0.001 par value, were issued or outstanding as of the date of this First Amendment.
3. Article IV of the Amended and Restated Articles of Incorporation of the Corporation is deleted in its entirety and the following is substituted therefor:

ARTICLE I. Capital Stock

Section 1. The Corporation is authorized to issue one class of capital stock, to be designated Common Stock ("**Common Stock**"). The maximum number of shares of Common Stock that this Corporation is authorized to issue and have outstanding at any one time is one hundred thousand (100,000) shares. Of the authorized shares of Common Stock:

- (A) fifty one thousand (51,000) shares are hereby designated Class A Common Stock (hereinafter "**Class A Common Stock**"); and
- (B) forty nine thousand (49,000) shares are hereby designated Class B Common Stock (hereinafter "**Class B Common Stock**");

both with the rights, preferences, privileges and restrictions as set forth in the succeeding provisions of this Article IV. The capital stock of this Corporation shall have a par value of \$0.001 per share.

Section 2. The holders of all classes of the Common Stock shall be entitled to receive, when and as declared by the Board of Directors, out of any assets of the Corporation legally available therefor, such dividends as may be declared from time to time by the Board of Directors.

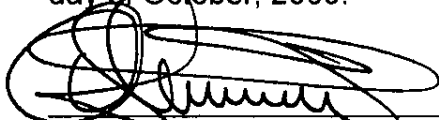
Section 3. The holders of the Class A Common Stock shall be entitled to vote upon all matters upon which holders of the Common Stock have the right to vote, and shall be entitled to one (1) vote for each such share held by them,

respectively. The holders of the Class B Common Stock shall have no voting rights, except as otherwise provided in the Bylaws of this Corporation.

Section 4. All or any portion of the capital stock may be issued in payment for real or personal property, past or future services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued, shall become and be fully paid and nonassessable, the same as though paid for in cash, and the Directors shall be the sole judges of the value of any property, services, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

4. Except as modified hereby, the Amended and Restated Articles of Incorporation of the Corporation shall be and remain in full force and effect.

IN WITNESS WHEREOF, this First Amendment has been executed this 8th day of October, 2009.



Dave Schmitt, President