

P08000072202

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Amend
cc 1/16/09

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Boiardi Products Corporation +

DOCUMENT NUMBER: P08000072202 +

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

Please return all correspondence concerning this matter to the following:

Lawrence P. Levine
(Name of Contact Person)

Q.E.P. Co., Inc.
(Firm/ Company)

1001 Broken Sound Parkway NW, Suite A
(Address)

Boca Raton, FL 33487
(City/ State and Zip Code)

For further information concerning this matter, please call:

Lawrence P. Levine at (561) 994-5550
(Name of Contact Person) (Area Code & Daytime Telephone Number)

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

- | | | | |
|--|--|--|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$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
Articles of Incorporation
of

Boiardi Products Corporation +

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

P08000072202 +

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable:

(Principal office address **MUST BE A STREET ADDRESS**)

C. Enter new mailing address, if applicable:

(Mailing address **MAY BE A POST OFFICE BOX**)

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D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

New Registered Office Address:

_____ (Florida street address)

_____, Florida
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

E. If amending or adding additional Articles, enter change(s) here:

(attach additional sheets, if necessary). (Be specific)

Article IV of the Articles of Incorporation shall be amended as follows:

see attached additional sheet

F. If an amendment provides for an 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

The date of each amendment(s) adoption: January 7, 2009

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

☒ The amendment(s) was/were adopted 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.

Dated January 7, 2009
Signature [Signature]
(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)

Lewis Gould
(Typed or printed name of person signing)

President
(Title of person signing)

Article IV of the Articles of Incorporation shall be amended as follows:

The number of shares which the Corporation is authorized to have outstanding is (i) Five Thousand (5,000) common shares without par value and (ii) Two Hundred Fifty (250) 7% non-cumulative preferred shares with a par value of Five Thousand Dollars (\$5,000.00) per share. The designations, privileges and voting powers of the shares of each of said classes of stock and the restrictions or qualifications thereon shall be as follows:

(a) The holders of record of 7% non-cumulative preferred stock (hereinafter called "preferred stock") shall be entitled to cash dividends when and as declared by the Board of Directors at the rate of 7% per share per annum, payable in equal semi-annual installments on the first day of January and July in each year, commencing with January 1, 1986, and with the first payment due July 1, 1986. Such cash dividends on preferred stock shall be non-cumulative so that, if for any year or years cash dividends at the rate of 7% per share per annum shall not have been declared and paid or set apart for payment on the preferred stock outstanding, the Corporation shall have no obligation to make any such payments. No dividends shall be declared or paid upon common stock unless and until any dividend due preferred shareholders are declared and paid.

(b) In the event of any voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, the holders of record of preferred stock shall be entitled to be paid the full par value of such preferred stock, plus accumulated dividends thereon, up to the date of such liquidation, dissolution or winding-up of the Corporation (whether or not the Corporation shall have a surplus or earnings available for dividends), and no more. After payment to the holders of preferred stock of the amount payable to them as aforesaid, the remaining assets of the Corporation shall be payable to and distributed ratably among the holders of record of the common stock.

(c) At any time after five (5) days from the date of the issuance of the preferred shares, the Corporation, at its option, may redeem the whole or any part of the preferred stock outstanding at any time by paying therefor in cash 100% of the par value thereof, plus accumulated dividends thereon, to the date fixed for such redemption; provided however that the Corporation shall not be entitled to redeem such shares in any one year in excess of twenty-five percent (25%) of the then outstanding preferred shares. Such redemption shall occur by the Corporation mailing notice of such redemption to the holders of the preferred stock to be redeemed at their respective addresses as same may appear on the stock book of the Corporation, specifying the time and place of redemption, such notice to be mailed at least 30 and not more than 60 days prior to the date specified therein for redemption. From and after the date specified on any such notice as the redemption date, unless the Corporation shall fail to provide moneys at the time and place specified in such notice for the payment of the redemption price, all dividends on the preferred stock called for redemption shall cease to accrue and all rights of the holders thereof as shareholders of the Corporation, except the right to receive the redemption price, shall cease and terminate. Any redemption hereunder shall be made in the manner determined by the Board of Directors and in accordance with all applicable provisions of law.

(d) Each holder of the common stock shall be entitled to one vote for each share held by him of record. At all meetings of shareholders a majority in number of shares entitled to vote at such meetings, present either in person or represented by proxy, shall constitute a quorum.

(e) The holders of the preferred stock shall have no voting rights, except as required by law; provided, however, that if and when the Corporation shall have failed to pay cumulative dividends at the full rate of 7% per annum on the outstanding preferred stock for four or more dividend periods, and so long as such non-payment shall continue, the holders of the preferred stock, voting as a class shall be entitled to elect two members of the Board of Directors of the Corporation, and for that purpose shall have one vote per share. If and when all preferred dividends which are in arrears have been fully paid or set apart for payment, voting powers for the election of directors shall again vest exclusively in the holders of common stock.