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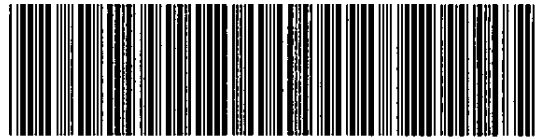
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Throw'n Knuckles, Inc. +

DOCUMENT NUMBER: P08000082464 +

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

Please return all correspondence concerning this matter to the following:

Catherine Bowman
(Name of Contact Person)

Throw'n Knuckles, Inc.
(Firm/ Company)

25 Old Post Road
(Address)

Longwood, FL 32779
(City/ State and Zip Code)

For further information concerning this matter, please call:

Catherine Bowman at (321) 246-2349
(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:

☐ \$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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 4, 2009

CATHERINE BOWMAN
THROW'N KNUCKLES, INC.
25 OLD POST ROAD
LONGWOOD, FL 32779

SUBJECT: THROW'N KNUCKLES, INC.
Ref. Number: P08000082464

We have received your document for THROW'N KNUCKLES, INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

The date of adoption of each amendment must be included in the document.

If the corporation is a **PROFIT** corporation it must be signed 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.

If the corporation is a **NOT FOR PROFIT** corporation it must be signed by the chairman or vice chairman of the board, president or other officer - if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.

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: 009A00007485

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF THROW'N KNUCKLES, INC.**

**ARTICLE I
NAME AND ADDRESS**

The name of the Corporation and the street address of both its initial and current principal office are:

Throw'n Knuckles, Inc.
25 Old Post Road
Longwood, FL 32779

**ARTICLE II
DURATION**

The Corporation began its existence on September 8, 2008, which was the effective date of the initial Articles; and the Corporation shall have perpetual existence.

**ARTICLE III
PURPOSE**

The purpose of the Corporation is to engage in any activities or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

The maximum number of shares of its common stock that the Corporation is authorized to have outstanding at any one time is 25,000,000 shares, \$1.00 per share par value (the "Common Stock"). The maximum number of shares of its preferred stock that the Corporation is authorized to have outstanding at any time is 1,000,000 shares, \$1.00 per share par value (the "Preferred Stock"). The consideration to be paid for each share shall be fixed by the Board and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed or to be performed for the Corporation, with a value, in the judgment of the directors, equivalent to or greater than the full value of the shares.

COMMON STOCK. Subject to the rights of the Corporation's preferred stock and except as otherwise provided by the laws of the State of Florida, the holders of record of Common Stock shall share ratably in all dividends, payable in cash, stock or otherwise, and other distributions, whether in respect of liquidation or dissolution (voluntary or involuntary) or otherwise. The holders of Common Stock shall be entitled to one vote per share of Common Stock held, with respect to all matters to be voted on by the shareholders of the Corporation.

(a) Capital Calls. The Corporation may make capital calls on the holders of record of Common Stock as of the date of the capital call, as needed. The Corporation shall provide 5

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TALLAHASSEE, FLORIDA

days notice to the holders of Common Stock of a capital call, including the total amount of the capital call and date by which the capital is required to be paid to the Corporation. The holders of Common Stock may, but are not required to, participate in a capital call up to that percentage of outstanding Common Stock held by the stockholder as of the record date, thus purchasing shares pro rata through the capital call. In the event a stockholder chooses not to participate in the capital call to the full extent of that stockholders percentage of outstanding shares, the other stockholders may contribute more than their percentage ownership up to the total amount of the capital call, and thus increase his/her percentage of stock holdings. By way of example only, if there are 5,000 shares outstanding, Holder 1 owning 2,500 shares and Holder 2 owning 2,500 shares and there is a capital call for \$1,000 at \$1.00 per share, if Holder 1 contributes \$500 and Holder 2 contributes \$500, each now owns 3,000 shares of common stock and maintains 50% ownership and will be able to contribute 50% of the next capital call; however if Holder 1 only contributes \$300, Holder 2 may contribute it \$500 representing its percentage interest at the time of the capital call, plus the \$200 not contributed by Holder 1, and as a result Holder 1 would then own 2,800 shares and Holder 2 would own 3,200 shares, representing 45% and 55% ownership, respectively; with the next capital call, Holder 1 now may contribute up to 45% of the capital call and Holder 2 may contribute up to 55% of the capital call (again, unless the other holder does not contribute their full pro rata portion, in which case the Holder contributing his/her full percentage of the capital call may contribute more and increase his/her ownership percentage). The below table further illustrates this example:

	Holder 1	Holder 2
Shares owned before Capital Call	2,500	2,500
Percentage ownership before Capital Call	50%	50%
Amount of total Capital Call of \$1000 which each may contribute if each Holder contributes their pro rata share of the Capital Call	\$500	\$500
Amount of Capital contributed	\$300	\$700
Shares owned after Capital Call	2,800	3,200
Percentage ownership after Capital Call; used for calculation of next Capital Call	45%	55%

PREFERRED STOCK. The Board is authorized to determine and alter the rights, preferences, privileges, limitations and restrictions granted to and imposed upon the Preferred Stock and any series thereof, and to fix the number of shares and designation of any series of Preferred Stock. The Board, within the limits and restrictions stated in any resolutions of the Board originally fixing the number of shares constituting any series of Preferred Stock, may increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any series subsequent to the issue of shares of that series.

ARTICLE V
REGISTERED OFFICE AND AGENT

The name of the registered agent and the street address of the registered office of the Corporation, as heretofore designated and reported to the Florida Department of State, are:

Catherine P. Bowman, Esq.
The Bowman Law Firm, LLC
25 Old Post Road
Longwood, Florida 32779

ARTICLE VI
BOARD OF DIRECTORS

The Corporation now has and may continue to have as many directors as specified in the bylaws of the Corporation, and the number of directors may be increased or decreased, from time to time, by an amendment to the bylaws of the Corporation in the manner provided by law, but shall never be less than one.

ARTICLE VII
DIRECTORS' AUTHORITY TO FIX COMPENSATION

The Board shall have authority to fix the compensation of the officers of the Corporation.

ARTICLE VIII
INDEMNIFICATION

The Corporation is authorized to indemnify any director or officer, or any former director or officer, in the manner set forth and provided for in the bylaws of the Corporation, to the fullest extent permitted by the laws of the State of Florida.

ARTICLE IX
SHAREHOLDER QUORUM AND VOTING

A majority of the shares entitled to vote, represented in person or in proxy, shall constitute a quorum at a meeting of the shareholders. If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders, unless otherwise set forth herein.

ARTICLE X
REMOVAL OF DIRECTORS

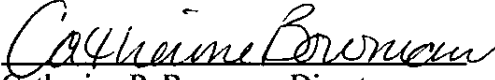
At a meeting of shareholders called expressly for that purpose, any director or the entire Board may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of directors.

ARTICLE XI
PROHIBITION OF WRITTEN CONSENTS
WITHOUT BOARD OF DIRECTOR APPROVAL

Action to be taken by written consent in lieu of an annual or special meeting of the shareholders is prohibited unless the use of written consents is approved in advance thereof by the Board of Directors. Any amendment of this provision requires an affirmative vote of the holders of not less than two-thirds of the outstanding voting shares.

CERTIFICATE OF THROW'N KNUCKLES, INC.

The Amended and Restated Articles of Incorporation of Throw'n Knuckles, Inc. were adopted and approved by all of the directors and all of the shareholders of Throw'n Knuckles, Inc. on February 23, 2009. The number of votes by both the directors and shareholders of Throw'n Knuckles were sufficient for approval of the Amended and Restated Articles of Incorporation.


Catherine P. Bowman, Director

Dated: March 17, 2009