

P08000082732

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

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WAIT

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(Business Entity Name)

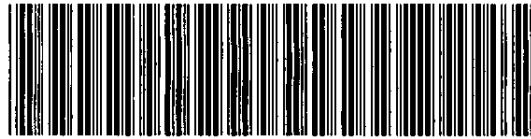
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
C.COULLIETTE

APR 03 2009

EXAMINER

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: LOTTOMEGA, INC.

DOCUMENT NUMBER: P08000082732

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

Please return all correspondence concerning this matter to the following:

PHILLIP S. HOWELL
(Name of Contact Person)

GALLOWAY, JOHNSON, TOMPKINS BURR & SMITH, PCL
(Firm/ Company)

118 E. GARDEN STREET
(Address)

PENSACOLA, FL 32502
(City/ State and Zip Code)

For further information concerning this matter, please call:

_____ at (_____) _____
(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

Articles of Amendment
to
Articles of Incorporation
of

LOTTOMEGA, INC. +

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

P08000082732

(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)

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

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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)

THIS AMENDMENT ADDS ARTICLES IX AND X AS STATED ON THE ATTACHED SHEET.

ADDITIONALLY, ARTICLE IV IS AMENDED AND RESTATED AS PROVIDED ON THE ATTACHED 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)

The date of each amendment(s) adoption: FEBRUARY 25, 2009

Effective date if applicable: FEBRUARY 25, 2009

(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 FEBRUARY 25, 2009

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)

DENNIS O. PRINTY

(Typed or printed name of person signing)

President

(Title of person signing)

ARTICLE IX Restrictive Legends. The certificates representing the Shares subject to the terms of this Agreement shall bear substantially the following legend:

"The transfer, assignment, sale, encumbrance, pledge or other disposition of the shares of stock represented by this Certificate is restricted under the terms of the Articles of Incorporation, as amended, the original of which was filed with the State of Florida, a copy of which is on file at the office of the Company. By accepting this Certificate, any transferee agrees to be bound by the terms of the Articles of Incorporation."

ARTICLE X Lifetime Transfers: Right of First Refusal. While this agreement is in force, no shareholder/party shall transfer all or any portion of his or her Shares, except under the terms of these Articles. If there is any proposed, attempted or actual Transfer of any or all of one or more shareholder's Shares, including upon death, then prior to accomplishment of such Transfer, the shareholder proposing to transfer Shares or the deceased shareholder's estate shall first make an offer to sell his or her Shares to the Remaining Shareholders in proportion to the ownership percentage of each at that time, and then to the Corporation. The aforementioned offer of sale shall be in writing and shall be sent contemporaneously to the Remaining Shareholders and the Corporation.

(a) After the date of his receipt of the aforementioned offer of sale, the Remaining Shareholder shall have fifteen (15) days to accept such offer of sale in writing.

(b) If any of the Remaining Shareholders decline to exercise his or her option to purchase their proportion of the Shares to be sold, the Corporation shall have the option to purchase the shares so declined. In this regard, the offer must be accepted by the Company, if at all, in writing within fifteen (15) days after the date upon which the particular Remaining Shareholder(s) decline to exercise his or her rights to purchase the offered Vested Shares.

(c) Any shares not purchased by the Remaining Shareholders or the Corporation may then be sold to a third person at the same price and upon the same terms offered to the Remaining Shareholders and Company, but such sale must occur with ninety days of the date first offered to the Remaining Shareholders.

**ARTICLE IV AS
AMENDED AND RESTATED**

The number of shares the corporation is authorized to issue is One Hundred Thousand (100,000).