

P09000000431

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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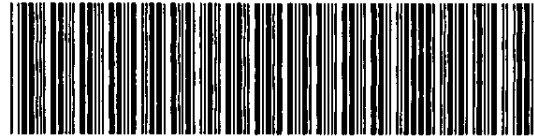
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
1000 PENNSYLVANIA AVENUE  
PHILADELPHIA PA 19106

*Handwritten signature*  
09/19/13  
DC

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Ballroom Dance Fitness Inc.

DOCUMENT NUMBER: P09000000431

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

Please return all correspondence concerning this matter to the following:

Diane D Dalmy

Name of Contact Person

Attorney at Law

Firm/ Company

2000 East 12th Avenue Suite 32/10B

Address

Denver Colorado 80206

City/ State and Zip Code

ddalmy@earthlink.net

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Diane Dalmy

Name of Contact Person

at ( 303 ) 985-9324

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

Ballroom Dance Fitness Inc.

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

P09000000431

(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:**

n/a

*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)

n/a

**C. Enter new mailing address, if applicable:**

(Mailing address MAY BE A POST OFFICE BOX)

n/a

**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 n/a

(Florida street address)

New Registered Office 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)*

*Please note the officer/director title by the first letter of the office title:*

*P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.*

*Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.*

**Example:**

Change                      PT      John Doe

Remove                      V      Mike Jones

Add                              SV      Sally Smith

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	n/a	2000 East 12th Avenue Suite 32/10B
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____



The date of each amendment(s) adoption: June 17, 2013, if other than the date this document was signed.

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 August 31, 2013

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)

**William G. Forhan**

(Typed or printed name of person signing)

**President/CEO**

(Title of person signing)

AMENDMENT TO  
ARTICLES OF INCORPORATION  
OF  
BALLROOM DANCE FITNESS INC.

Pursuant to the provisions of the Florida Revised Statutes, as amended, the undersigned corporation enacts the following Amendment to the Articles of Incorporation:

Article IV is hereby deleted in its entirety and the classes and shares authorized under Article IV shall be as follows:

Classes and Shares Authorized. The authorized capital stock of the corporation shall be 100,000,000 shares of common stock, \$0.0001 par value, and 10,000,000 shares of preferred stock, \$0.001 par value. No stockholder shall have pre-emptive rights.

Of the 10,000,000 shares of preferred stock, 200 shares shall be designated as Series A preferred stock, which shares of Series A preferred stock shall have the following powers, designations, preferences and relative, participating, optional and other rights, and the following qualifications, limitations and restrictions. Shares of the Series A preferred stock shall have a stated value of One dollar (\$1.00) per share (the "Stated Value").

Dividends. The holders of shares of Series A Preferred Stock shall not be entitled to receive any dividends.

Preferences on Liquidation. Subject to the provisions of Section 6 below, in the event of any voluntary or involuntary liquidation, dissolution, or winding up of the corporation, the holders of shares of the Series A Preferred Stock then outstanding shall be entitled to be paid, out of the assets of the corporation available for distribution to its stockholders, whether from capital, surplus or earnings, an amount equal to one dollar (\$1.00) per share.

Voting Rights. Except as otherwise required by law or by the Articles of Incorporation and except as set forth below, the outstanding shares of Series A preferred stock shall vote together with the shares of common stock of the corporation as a single class and, regardless of the number of shares of Series A preferred stock outstanding and as long as at least one of such shares of Series A preferred stock is outstanding, shall represent eighty percent (80%) of all votes entitled to be voted at any annual or special meeting of shareholders of the corporation or action by written consent of shareholders. Each outstanding share of the Series A preferred stock shall represent its proportionate share of the 80% which is allocated to the outstanding shares of Series A preferred stock.

Negative Covenants. The corporation will not, by amendment of the Articles of Incorporation or through any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities, or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the corporation, but will at all times in good faith assist in the carrying out of all the provisions of this Amendment to the Articles of

Incorporation and in the taking of all such action as may be necessary or appropriate in order to protect the rights of the holders of the Series A preferred stock against impairment.

Ranking; Changes Affecting Series A. The Series A preferred stock shall, with respect to distribution rights on liquidation, winding up and dissolution: (i) rank senior to any of the shares of common stock of the corporation, and any other class or series of stock of the corporation which by its terms shall rank junior to the Series A preferred stock: and (ii) rank junior to any other series or class of preferred stock of the corporation and any other class or series of stock of the corporation which by its term shall rank senior to the Series A preferred stock.

So long as any shares of Series A preferred stock are outstanding, the corporation shall not: (i) alter or change any of the powers, preferences, privileges or rights of the Series A preferred stock: or (ii) amend the provisions thereof without first obtaining the approval by vote or written consent, in the manner provided by law, of the holders of at least a majority of the outstanding shares of Series A preferred stock as to changes affecting the Series A preferred stock.