

P09000012750

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

TB

3/18/09

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Erez Holdings Inc. +

DOCUMENT NUMBER: P09000012750 +

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

Please return all correspondence concerning this matter to the following:

Terry-Ann Lynch
(Name of Contact Person)

(Firm/ Company)

2495 SW 82 Avenue, Apt. 303
(Address)

Davie, FL 33324
(City/ State and Zip Code)

For further information concerning this matter, please call:

Terry-Ann Lynch at (954) 236-8158
(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 checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input 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
EREZ HOLDINGS INC.
DOCUMENT # P09000012750

FILED
2009 MAR 16 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its Articles of Incorporation:

FIRST: The Amendments (s) adopted:

ARTICLE 1

The name of the corporation is: **EREZ HOLDINGS INC.**

ARTICLE 2

The principal place of business and mailing address of this corporation shall be:

**2495 SW 82 Avenue, Apt. 303
Davie, Florida 33324.**

Its business shall be carried out at Broward County, and at such other places in the State of Florida and in the United States and foreign countries as may from time to time be authorized by the Board of Directors.

ARTICLE 3

This Corporation shall exist perpetually unless sooner dissolved according to the law.

ARTICLE 4

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to do any and all things with any and all powers to the same extent as natural persons might or could do and specifically the corporation is to engage in any activity or business for which a corporation is permitted under the laws of the State of Florida.

ARTICLE 5

The Capital Stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

100 Shares of Common Stock at \$0.01 Par Value

All said stock shall be payable in cash, property (real or personal) labor or services in lieu of cash, at such valuation as may be fixed from time to time by the Board of Directors of this corporation.

ARTICLE 6

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire any unissued or treasury shares.

ARTICLE 7

The registered agent and the registered street address of the corporation is:

Terry-Ann Lynch
2495 SW 82 Avenue, Apt. 303
Davie, Florida, 33324.

ARTICLE 8

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Signature:


Terry-Ann Lynch, Registered Agent

3 | 13 | 2009
Date

ARTICLE 9

The names and street addresses of the first Board of Directors of this Corporation, who shall hold office for the first year or until successors are elected or appointed and have been qualified shall be:

Terry-Ann Lynch
2495 SW 82 Avenue, Apt. 303
Davie, Florida 33324

This corporation shall have ONE (1) Director initially. The number of directors may be raised or lowered by amendment of the Bylaws of the corporation but shall in no case be less than ONE (1).

ARTICLE 10

The name and address of the incorporator of this corporation are as follows:

Terry-Ann Lynch
2495 SW 82 Avenue, Apt. 303
Davie, Florida 33324

ARTICLE 11

The power to adopt, alter, amend or repeal the By-laws shall be vested in the Board of Directors and the Shareholders provided, however, that the Shareholders may specifically provide in any By-Laws made by them that such By-Laws shall not be altered, amended or repealed by the Board of Directors.

ARTICLE 12

At each election for directors, every shareholder entitled to vote at such election shall have the right to cumulate his or her votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his or her shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE 13

An affirmative vote of seventy-five (75%) per cent of the shares of this corporation issued and outstanding, entitles to vote thereon shall be required for the authorization of any resolution to dissolve this corporation.

ARTICLE 14

Shares of Capital Stock of this Corporation shall be issued initially to the following person(s) and in the amounts set opposite the name:

Terry-Ann Lynch 100 shares

Before there can be a valid sale or transfer of any of the common shares of the corporation by any holder thereof, such holder shall first offer said shares to the corporation and then to the other holders of common shares in the following manner:

- 1) Such offering shareholder shall deliver a notice in writing by mail or otherwise to the secretary of the corporation stating the price, terms and conditions of such proposed sale or transfer, the number of shares to be sold or transferred, and his/her intent to sell or transfer such shares. Within eight (8) days there-after, the corporation shall have the prior right to purchase such shares so offered at the price and on the terms and conditions stated in the notice; provided, however, that the

corporation shall not at any time be permitted to purchase all of its outstanding voting shares. Should the corporation fail to purchase the shares at the expiration of the eight (8) day period, or prior thereto decline to purchase the shares, the secretary of the corporation shall, within five (5) days thereafter, mail or deliver to each of the common shareholders of record a copy of the notice given by the shareholder to the secretary. Such notice may be delivered to the shareholders personally, or may be mailed to them at their last known address, as such address may appear on the books of the corporation. Within eight (8) days after the mailing or delivering of the copies of the notice, any such shareholder of shareholders desiring to acquire any part or all of the shares referred to in the notice shall deliver by mail, or otherwise, to the secretary of the corporation a written offer or offers, expressed to be acceptable immediately, to purchase a specified number of such shares at the price and on the terms stated in the notice. Each such offer shall be accompanied by the purchase price thereof with authorization to pay such price against delivery of the shares.

- 2) If the total number of shares specified in the offers to purchase exceeds the number of shares to be sold or transferred, each offering shareholder shall be entitled to purchase such proportion to such shares as the number of the shares of the corporation which he holds bears to the total number of shares held by all shareholders desiring to purchase the shares.
- 3) If all the shares to be sold or transferred are not disposed of under such apportionment, each shareholder desiring to purchase shares in a number in excess of his/her proportionate share, as provided above, shall be entitled to purchase such proportion of those shares which remain thus undisposed of as the total number of shares which he/she holds bears to the total number of shares held by all of the shareholders desiring to purchase shares in excess of those to which they are entitled under such apportionment.
- 4) If within said eight (8) day period, the offer or offers to purchase aggregate less than the number of shares to be sold or transferred the shareholder desiring to sell or transfer such shares shall not be obligated to accept any such offer or offers and may dispose of all of the shares referred to in the notice to any person or persons whomsoever; provided, however, that they shall not sell or transfer such shares at a lower price or on terms more favorable to the purchaser or transferee than those specified in the notice to the secretary of the corporation.

ARTICLE 15

The Corporation shall be managed by the Board of Directors unless the Shareholders, shall by a majority vote, hereafter determine that the Corporation shall be managed by the Shareholders.

ARTICLE 16

This corporation shall have all of the powers enumerated in the Florida Business Corporation Act. The provisions of said act shall extend to this corporation insofar as the same shall be applicable.

ARTICLE 17

The Shareholders of this Corporation shall have the exclusive authority to fix the compensation of the directors of this Corporation.

ARTICLE 18

No contract or other transaction between this corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of the directors are directors or officers, or are financially interested shall be either void or voidable because of that relationship or interest, or because that director or those directors are present at the meeting of the Board of Directors or a committee that authorizes, approves or ratifies the contract or transaction or because his, her or their votes are counted for that purpose, if:

- 1) The fact of that relationship or interest is disclosed or known to the Board of Directors or committee that authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consent of the Shareholders; or
- 2) The fact of that relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve or ratify the contract or transaction by vote or written consent; or
- 3) The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the board, committee or the Shareholders.

ARTICLE 19

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law. A director shall not be liable to the corporation or its shareholders for monetary damages due to breach of fiduciary duty, unless the breach is a result of self-dealing, intentional misconduct, or illegal actions.

ARTICLE 20

This corporation, through its shareholders, reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto.

SECOND: The date of each amendment's adoption is: **March 13th, 2009**

THIRD: Adoption of Amendment(s)

The amendments were adopted by the incorporator(s) without shareholder action and shareholder action was not required.

Signed this 13th day of **March, 2009**.

Signature:



Terry-Ann Lynch, Incorporator