

PO9000015182

Florida Department of State
Division of Corporations
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
VERA VILLAS, INC.**

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March 24, 2010

FLORIDA DEPARTMENT OF STATE
Division of Corporations

VERA VILLAS, INC.
4340 N.W. 186 STREET
MIAMI, FL 33055

SUBJECT: VERA VILLAS, INC.
REF: P09000015182

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You failed to make the correction(s) requested in our previous letter.

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) 245-6925.

Teresa Brown
Regulatory Specialist II

FAX Aud. #: H10000065412
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P.O. BOX 6327 - Tallahassee, Florida 32314



March 23, 2010

FLORIDA DEPARTMENT OF STATE
Division of Corporations

VERA VILLAS, INC.
4340 N.W. 186 STREET
MIAMI, FL 33055

SUBJECT: VERA VILLAS, INC.
REF: P09000015182

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

THE FIRST TWO PAGES OF THE DOCUMENT WERE NOT RECEIVED. PLEASE REFAX ALL PAGES PLEASE.

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) 245-6906.

Darlene Connell
Regulatory Specialist II

FAX Aud. #: H10000065412
Letter Number: 410A00007154

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H10000065412

Articles of Amendment
to
Articles of Incorporation
of

VERA VILLAS, INC

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

P09000015182

(Document Number of Corporation (if known))

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**)

14100-40 NW 24th Court

Opa Locka, FL 33054

C. Enter new mailing address, if applicable:

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

6005 Lincoya Drive

Huntsville, AL 35810

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:

VINCENT T. BROWN, ESQ

New Registered Office Address:

1195 NW 119th Street

(Florida street address)

Miami

(City)

Florida 33168

(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

H10000065412

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>
<u>SEC</u>	<u>Veralyn Thompson</u>	<u>915 NE 199th Street #102</u> <u>Miami, FL 33179</u>	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
<u>PRES</u>	<u>Enrol Thompson</u>	<u>2371 NW 139th Street</u> <u>Opa Locka, FL 33054</u>	<input type="checkbox"/> Add <input checked="" 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)

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)

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>
<u>SEC</u>	<u>David Anthony Thompson</u>	<u>6005 Lincova Drive</u> <u>Huntsville, AL 35810</u>	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
<u>PRES</u>	<u>David Anthony Thompson</u>	<u>6005 Lincova Drive</u> <u>Huntsville, AL 35810</u>	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
<u> </u>	<u> </u>	<u> </u>	<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)

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: MARCH 17, 2010

(date of adoption is required)

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 MARCH 17, 2010

Signature

David Anthony Thompson POA for CEO

(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)

DAVID ANTHONY THOMPSON

(Typed or printed name of person signing)

Power of Attorney for CEO

(Title of person signing)

Durable Power of Attorney

STATE OF FLORIDA
COUNTY OF Miami-Dade

I. AUTHORIZATION AND APPOINTMENT

A. I, **VERA COOPER THOMPSON**, whose social security is 266-32-2884 and Date of Birth is 5/31/30, and post office address is 4340 NW 186th Street, Miami, Miami-Dade County, Florida 33055, principal, hereby make this my Durable Power of Attorney for both personal and business purposes.

B. I intend to create a Durable Power of Attorney (herein referred to as "This Power") pursuant to Section 709.08, Florida Statutes. This Durable Power of Attorney shall not be affected by my subsequent disability or incapacity except as provided by statute.

C. I hereby appoint **David Anthony Thompson**, whose date of birth is 10/5/48 and whose post office address is 6005 Lincova Drive, Huntsville, AL, my Son, as my Attorney-in-Fact (herein referred to as my Attorney.

In the event that **David Anthony Thompson** becomes physically or mentally incapacitated, or refuse to serve as my Attorney-in-Fact for whatever reason or cannot serve as my Attorney-in-Fact, then **Rhonda Thompson Johnson**, my Grand Daughter, whose post office address is 12301 NW 7th Street, Plantation, Florida, and Date of Birth is 11/20/70, shall serve as my Attorney-in-Fact.

D. I give him the powers in this document to use for my benefit and on my behalf.

E. He shall use these powers in a fiduciary capacity and for my best interests, in both my personal and business matters.

F. My attorney shall use the following form when signing on my behalf pursuant to this Power:

David Anthony Thompson as Attorney-in-Fact for Vera Cooper Thompson

or

Rhonda Thompson Johnson as Attorney-in-Fact for Vera Cooper Thompson

G. The effective date of this power is 27 day of January, 2010.

II. SCOPE OF AUTHORITY.

With respect to any property in which I hold any interest or which is acquired for my benefit I give to my Attorney the following Powers. My Attorney shall have all the discretion and authority customarily granted in a general Durable Power of Attorney, including, but not limited to the following:

A. With respect to any business I may own or operate, to enforce the terms of any business association agreement, to perform or discharge any duty or liability under any contract, to determine policy of the business and to carry out such decisions, to change the name or form of organization, to do all things necessary to pay any taxes for such organization, to hire, dismiss, or contract with any employee or other personnel, and to conclude any and all other transactions with respect to such business as appears required or desirable;

B. To vote or represent me at the meetings of stockholders or other meetings of any partnership, corporation or company, including my own, or otherwise to act as my attorney or proxy in respect of any stocks, shares, or other instruments now or hereafter held by me therein, and are that purpose to execute any provides or other instruments.

C. To exercise, do, or perform any act, right power, duty or obligation whatsoever that I now have or may acquire the legal right, power, or capacity to exercise, do, or perform in connection with, arising out of, or relating to any person, item, thing, transaction, business or non business property (real or personal, tangible or intangible), or matter whatsoever By way of illustration, and not by way of limitation, such authority shall include the power to effectively disclaim, in whole or in part, any gift or any property receivable from a decedent by reason of an insurance contract, a will, or inheritance.

D. To ask, demand, sue for, recover, collect, receive, and hold and possess all sums of money, debts, dues, goods, wares, merchandise, chattels, effects, bonds, notes, checks, drafts, accounts, deposits, safe deposit boxes, legacies, bequests, devises, interests, dividends, stock certificates, certificates of deposit, annuities, pension and retirement benefits, stock bonus plan and profit-sharing plan benefits, stock option, insurance benefits and proceeds, documents of title, choices in action, personal and real property, tangible and intangible property, and property rights and demands whatsoever, liquidated or unliquidated, and things of whatsoever nature or description which are now or hereafter shall be or become due, owing, payable or belonging to me in or by any right, title, ways, or mean howsoever, and upon receipt thereof or any part thereof to make, sign, execute, and deliver such receipts, releases or other discharges for the same as my Attorney shall think fit or be advised. By way of illustration, and not by way of limitation, my Attorney shall be empowered to enter and to make withdrawal, either in whole or in part, from any safe deposit box.

E. To commence, prosecute, discontinue, or defend all actions or other legal proceedings in any way affecting my estate or any part thereof or affecting any matter in which I or my estate may be in any way concerned; and to have, sue, and take all lawful ways and means and legal and equitable remedies, procedures, and writs in my name for the collection, recovery and any item or matter in which I have or may acquire an interest, and to compromise, settle, and agree for the same, and to make, execute, and deliver for me and in my name all endorsements, acquittances, releases, receipts, or other sufficient discharge for the same.

F. To lease, purchase, exchange, and acquire, and to bargain, contract, and agree for the lease, purchase, and exchange and acquisition of, and to take, receive, and possess any real or personal property whatsoever, tangible or intangible, or any interest therein, on such terms and conditions and under such covenants as my Attorney shall deem proper.

G. To enter into and upon all of my real property, and to let, manage, and improve the same or any part thereof, and to repair or otherwise improve or alter, and to insure any buildings or structures thereon.

H. To sell, either at public or private sale, or exchange any part or parts of my real estate or personal property for such consideration and upon such terms as my Attorney shall think fit, and to execute and deliver good and sufficient deeds or other instruments for the conveyance or transfer of the same, with such covenants of warranty or otherwise as my attorney shall see fit, and to give receipts for all or any part of the purchase price or other consideration.

I. To sign, endorse, execute, acknowledge, deliver, receive and possess such applications, contracts, agreements, options, covenants, deeds, conveyances, trust deeds, security agreements, bills of sale, leases, mortgages, assignments, insurance policies, bills of lading, warehouse receipts, documents of

title, bills, bonds, debentures, checks, drafts, bills of exchange, notes, stock certificates, proxies warrants, commercial paper, receipts, withdrawal receipts and deposit instruments relating to accounts or deposits in, or certificates of deposit of banks, savings and loan, or other institutions or associations, proofs of loss, evidences of debts, releases, and satisfaction of mortgages, judgments, liens, security agreements, and other debts and obligations, and other instruments in writing of whatever kind or nature as may be necessary or proper in writing of whatever kind or nature as may be necessary or proper in the exercise of the rights and powers herein granted. By way of illustration, and not by way of limitation, my Attorney shall be empowered to exercise any and all rights to ownership on insurance policies upon the life of any person or persons (other than any policies on the life of my attorney-in-fact), annuities, pension and retirement benefits, stock bonus plan and profit-sharing plan benefits, and stock options, including specifically the right to change the beneficiary thereon to any person other than my said Attorney.

J. To assign and convey all or any part of my assets (consisting of any property, real, personal, or mixed, tangible or intangible, of whatsoever kind and wheresoever located and whensoever acquired) into such trust or trusts as now in existence or hereinafter established. My Attorney shall be authorized to establish any such trust, on such terms as my Attorney shall deem to be in my best interests.

K. To deposit any monies which may come to my Attorney as such Attorney with any bank or banker or other person, either in my or my Attorney's own name, and to employ or expend as my Attorney shall think fit any of such money or any other money to which I am entitled which now is or shall be so deposited; to withdraw, in the payment of any debts, or interest payable by me, or taxes, assessments, insurance and expenses due and payable or to become due and payable, on account of my real and personal estate, or in or about any of the purposes herein mentioned or otherwise for my use and benefit; or to invest in my Attorney's own name or any nominee in any stocks, shares, bonds, securities, or other property, real or personal, my Attorney may think proper, and to receive and give receipts for any income or dividend arising from such investments, and to vary or dispose of such investments. By way of illustration, and not by way of limitation, such authority shall include the power to purchase government obligations which are redeemable in payment of taxes.

L. To borrow any sum or sums of money on such terms and with such security, whether real or personal property, as my Attorney shall think fit, and for that purpose to execute all promissory notes, bonds, mortgages, deeds of trust, security agreements, and other instruments which may be necessary or proper.

M. To engage, employ, compensate and dismiss any agents, clerks, servants, attorneys at law, accountants, investment advisors, custodian, or other persons as my Attorney shall think fit in the performance of the powers granted my Attorney herein. This authority shall include employment of firms and companies in which my Attorney owns an equity interest and in which my Attorney is otherwise pecuniarily interested.

N. To exercise any powers and any duties vested in me, whether solely or jointly, with any other or others as personal representative, administrator, or trustee, or in any other fiduciary capacity, so far as such power or duty is capable of validly being delegated.

O. To make gifts and to institute gift programs to such activities and persons as my Attorney shall deem appropriate.

P. In general, to do all other acts, deeds, matters, and things whatsoever in or about my estate, property, and affairs, or to concur with persons jointly interested with myself therein in doing all acts, deeds, matters, and things herein, either particularly or generally described, as fully and effectually to all intents and purposes as I could do in my own person if personally present and competent.

Q. To prepare, sign, and file federal, state, or local income, gift, or other tax returns of all kinds, claims for refund, requests for extensions of time, petitions to the tax court or other courts regarding tax matters and any and all other tax related documents, including, without limitation, receipts, offers, waivers, consents (including, but not limited to consents and agreements under Internal Revenue Code §2032A, or any successor section thereto), powers of attorney, closing agreements; to exercise any elections I may have under federal, state or local tax law; and generally to act in my behalf in all tax matters of all kinds and for all periods before all persons representing the Internal Revenue Service and any other taxing authority, including receipt of confidential information and the posting of bonds, and to represent me in all such proceedings.

R. To make any election or election and agreement referred to in the Florida Probate Code, Florida Statutes, Chapter 731 through 735.

S. To resist the appointment of a conservator, guardian or other surrogate for my person or estate but if one is nonetheless appointed by a court, I nominate David Anthony Thompson, my son of ~~Miami-Dade County, Florida~~ **Huntsville, AL** to serve in that capacity.

T. To take any action not specifically described above that is necessary or desirable to carry out the intent of this document.

III. CONSTRUCTION.

This instrument is to be construed and interpreted as a general Durable Power of Attorney. The enumeration of specific items, acts, rights, or powers herein does not limit or restrict, and it is not to be construed or interpreted as limiting or restricting the general powers herein granted to my Attorney.

IV. REVOCATION.

This general Durable Power of Attorney revokes any previous powers of attorney granted by me. This general power of attorney may be voluntarily revoked only by me at any time by my written revocation entered of record in the deed records of Miami-Dade County, Florida. Any grant of a Durable Power of Attorney made by me subsequent to the date of execution of this Durable Power of Attorney shall revoke this Durable Power, unless the subsequent Durable Power contains a statement to the contrary and specifically refers to this Durable Power of Attorney by its date.

V. NO BOND REQUIRED.

No Attorney shall be obligated to furnish bond or other security.

VI. COMPENSATION.

My Attorney, and any successors, shall be entitled to reasonable compensation for services rendered.

VII. LIMITATIONS.

A. Any authority granted to my Attorney herein shall be limited so as to prevent this general Durable Power of Attorney from causing my Attorney to be taxed on my income (unless my Attorney is my spouse) and from causing my assets to be subject to a general power of appointment by my Attorney, as that term is defined in Section 2041 of the Internal Revenue Code or any successor section thereto.

B. My Attorney shall not use my funds or property to pay for his/her own debts or obligations, except as provided by law.

VIII. CONFIRMATION OF ATTORNEY'S ACTS.

I hereby ratify and confirm all that my Attorney-In-Fact; or his/her successors shall lawfully do or cause to be done by virtue of this general Durable Power of Attorney and the rights and powers granted herein.

IX. INDEMNIFICATION OF ACTS OF ATTORNEY WHILE CARRYING OUT AUTHORITY.

I hereby bind myself to indemnify my Attorney and any successor who shall so act against any and all claims, demands, losses, damages, actions, and causes of action, including expenses, costs, and reasonable attorney's fees which my Attorney at any time may sustain or incur in connection with her carrying out the authority granted her in this general Durable Power of Attorney.

X. HEADINGS.

The headings used throughout this instrument have been inserted for administrative convenience only, and do not constitute matter to be construed in interpreting this general Durable Power of Attorney.

XI. SEVERABILITY.

If any part of this general Durable Power of Attorney is determined to be invalid, the remaining provisions shall be given full force and effect.

VERA COOPER THOMPSON, Principal

SWORN & SUBSCRIBED to before me this

29th day of January, 2010

Notary

Glenda Dowdell

Glenda Dowdell

My Commission Expires

Glenda Dowdell 3-13-10



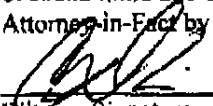
☒ Personally known to me

☐ Produced as Identification

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STATEMENT OF WITNESSES

I declare, under penalty of perjury, that the Principal is personally known to me, that the Principal signed or acknowledged this Durable Power of Attorney in my presence, that the Principal appears to be of sound mind and under no duress, fraud, or undue influence, and that I am not the person appointed as Attorney-in-Fact by this document.



Witness Signature

Date: 01-29-2010

Cynthia Dornbials

Printed Name of Witness

5742 Cleveland Str.

Address of Witness

Hollywood, FL 33020



Witness Signature

Date: 1-29-10

Glenda Dowdell

Printed Name of Witness

6701 SW 10th Ct

Address of Witness

N Lauderdale, FL 33068

H10000065412