

P09000034415

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H10000264610 3)))



H100002646103ABCU

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 617-6380

From: Account Name : FISHER, TOUSEY, LEAS & BALL
Account Number : I19990000021
Phone : (904) 356-2600
Fax Number : (904) 355-0233

2010 DEC -9 PM 2:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

RECEIVED

10 DEC -9 AM 11:11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
WILLIAM MARCUS & ASSOCIATES, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	02
Estimated Charge	\$35.00

Electronic Filing Menu

Corporate Filing Menu

Help

FILED
2010 DEC -9 PM 2:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
OF
WILLIAM MARCUS & ASSOCIATES, INC.

1. That Article III of the Articles of Incorporation of William Marcus & Associates, Inc., a Florida corporation (the "Corporation"), is hereby amended and replaced in its entirety to read as follows:

ARTICLE III

(a) Authorized Capital Stock. This corporation is authorized to issue 100,000 shares of common stock of par value of \$0.10 per share. One thousand (1,000) shares shall be designated as Class A Voting Common shares, and ninety-nine thousand (99,000) shares shall be designated as Class B Nonvoting Common shares. The preferences, limitations and relative rights of each of these classes of shares shall be identical, except for voting rights, as follows:

(i) Class A Voting Common Shares. Each holder of Class A Voting Common shares shall have one vote in respect of each share held, and the exclusive voting power with respect to the corporation shall be vested in the holders of the Class A Voting Common shares. At all meetings of voting shareholders, a majority in number of shares entitled to vote at such meetings, present either in person or represented by proxy, shall constitute a quorum.

(ii) Class B Nonvoting Common Shares. Except as otherwise expressly provided by law, the holders of Class B Nonvoting Common shares shall have no voting rights and shall not be entitled to notice of meetings of shareholders, and the exclusive voting power with respect to the corporation shall be vested in the holders of voting common shares.

(b) Corporate Liquidation and Dissolution. In the event of voluntary or involuntary liquidation, dissolution or winding up of the corporation, the holders of record of the common stock shall be entitled to receive distribution, ratably, of the remaining assets of the corporation.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

(d) Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

2. Each share of common stock issued and outstanding as of the date hereof shall be converted into one (1) share of Class A Voting Common stock and ninety-nine (99) shares of Class B Nonvoting Common stock, upon the filing of these Articles of Amendment with the Secretary of State, State of Florida.

H10000264610

3. The foregoing amendment was adopted by all of the directors and shareholders of the Corporation on December 9th, 2010.

4. The foregoing amendment shall become effective when filed with the Secretary of State, State of Florida.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment, this 9th day of December, 2010.


John L. Clark, President

H10000264610