

P10000085061

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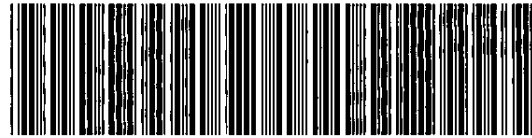
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Roberts OCT 25 2010

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Grupo D'Oro, Inc.

DOCUMENT NUMBER: P10000085061

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

Please return all correspondence concerning this matter to the following:

David D. Spencer

Name of Contact Person

The Spencer Law Office

Firm/ Company

1621 Lake Mount Drive

Address

Snohomish, WA 98290

City/ State and Zip Code

spencer@davidspencerlaw.com

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

For further information concerning this matter, please call:

David D. Spencer

Name of Contact Person

at (206) 650-7048

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

Grupo D'Oro, Inc.

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

P10000085061

(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**)

11634 Sir Winston Way

Orlando, FL 32824

C. Enter new mailing address, if applicable:

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

133 SW 158th St.

Seattle, WA 98166

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)

(City)

_____, Florida
(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

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>
President & Director	_____	_____	<input type="checkbox"/> Add
	_____	_____	<input type="checkbox"/> Remove
	_____	_____	
Vice-President & Director	_____	_____	<input type="checkbox"/> Add
	_____	_____	<input type="checkbox"/> Remove
	_____	_____	
Vice-President & Director	_____	_____	<input type="checkbox"/> Add
	_____	_____	<input type="checkbox"/> Remove
	_____	_____	

SEE ATTACHED ADDITIONAL SHEET

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

Additional Articles VIII, IX, X, XI, XII, XIII and XIV are hereby added to the Articles of Incorporation. The text of the additional articles is attached hereto.

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: October 19, 2010

(date of adoption is required)

Effective date if applicable: On filing.

(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 October 19, 2010

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)

David D. Spencer

(Typed or printed name of person signing)

Incorporator

(Title of person signing)

Additional Articles to Articles of Incorporation of Grupo D'Oro, Inc., Document No. P10000085061

ARTICLE VIII
No Preemptive Rights

Except as may otherwise be provided by the Board of Directors, no holder of any shares of this Corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any securities of this Corporation of any class or kind now or hereafter authorized.

ARTICLE IX
Number of Directors

This Corporation shall have at least one director, the actual number to be fixed in accordance with the Bylaws.

ARTICLE X
No Cumulative Voting

There shall be no cumulative voting of shares in this Corporation.

ARTICLE XI
Shareholder Action Without Meeting

Any action that may be taken at a meeting of the shareholders may be taken without a meeting or a vote if (i) the action is taken by written consent delivered to the Corporation of all shareholders entitled to vote on the action or (ii) the action is taken by written consent delivered to the Corporation by the shareholders of the Corporation holding of record, or otherwise entitled to vote, in the aggregate not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote on the action were present and voted. A notice of the taking of action by shareholders by less than unanimous written consent shall be mailed at least one business day, or such longer period as is required by law, prior to the date the action becomes effective to those shareholders entitled to vote on the action who have not consented in writing, and, if required by law that notice of a meeting of shareholders to consider the action be given to nonvoting shareholders, to all nonvoting shareholders of the corporation. Any such notice shall be in such form as may be required by applicable law. Any consent delivered to the corporation pursuant to this Article shall be inserted in the minute book as if it were the minutes of a meeting of the shareholders.

ARTICLE XII
Shareholder Voting on Significant Corporate Action

Additional Articles to Articles of Incorporation of Grupo D'Oro, Inc., Document No. P10000085061

Any corporate action for which the Florida Business Corporation Act, as then in effect, would otherwise require approval by either a two-thirds vote of the shareholders of the Corporation or by a two-thirds vote of one or more voting groups shall be deemed approved by the shareholders or the voting group(s) if it is approved by the affirmative vote of the holders of a majority of shares entitled to vote or, if approval by voting groups is required, by the holders of a majority of shares within each voting group entitled to vote separately. Notwithstanding this Article, effect shall be given to any other provision of these Articles that specifically requires a greater vote for approval of any particular corporate action.

ARTICLE XIII
Limitation on Director Liability

To the fullest extent permitted by Florida law and subject to the Bylaws of this Corporation, a director of this Corporation shall not be liable to the Corporation or its shareholders for monetary damages for his or her conduct as a director. Any amendment to or repeal of this Article shall not adversely affect any right of a director of this Corporation hereunder with respect to any acts or omissions of the director occurring prior to amendment or repeal.

ARTICLE XIV
Indemnification of Directors

To the fullest extent permitted by its Bylaws and Florida law, this Corporation is authorized to indemnify any of its directors. The Board of Directors shall be entitled to determine the terms of indemnification, including advance of expenses, and to give effect thereto through the adoption of Bylaws, approval of agreements, or by any other manner approved by the Board of Directors. Any amendment to or repeal of this Article shall not adversely affect any right of an individual with respect to any right to indemnification arising prior to such amendment or repeal.