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TALLAHASSEE, FLORIDA

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Amend  
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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** RASHAD EVANS ENTERPRISES, INC.

**DOCUMENT NUMBER:** P31434110000

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

Please return all correspondence concerning this matter to the following:

HARVEY SCHNEIDER, ESQ.  
Name of Contact Person

NP LAW  
Firm/ Company

1300 NORTH FEDERAL HWY, STE 106  
Address

BOCA RATON, FL 33432  
City/ State and Zip Code

HRSCHNEIDER@GMAIL.COM  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

HARVEY SCHNEIDER, ESQ. at ( 561 ) 391-9199  
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 &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy<br>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

FILED  
2011 NOV 30 AM 11:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RASHAD EVANS ENTERPRISES, INC.

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

P11000031434

(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:**

*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)

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

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

(Mailing address MAY BE A POST OFFICE BOX)

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**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: \_\_\_\_\_

\_\_\_\_\_  
(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*

**If AMENDING the Officers and/or Directors, please list all officers/directors of the corporation as you now want the record to be. Please indicate the title(s), name and address for each officer/director.**

*(Our database can index up to 6 officers/directors. If you have more than 6 officers/directors, please list them on an additional sheet.)*

<u>Title(s)</u>	<u>Name</u>	<u>Address</u>
1) _____	_____	_____ _____ _____
2) _____	_____	_____ _____ _____
3) _____	_____	_____ _____ _____
4) _____	_____	_____ _____ _____
5) _____	_____	_____ _____ _____
6) _____	_____	_____ _____ _____

**If REMOVING an officer and/or director, please list the title(s) and name of the officer/director to be removed:**

<u>Title(s)</u>	<u>Name</u>	<u>Title(s)</u>	<u>Name</u>
1) _____	_____	4) _____	_____
2) _____	_____	5) _____	_____
3) _____	_____	6) _____	_____

(attach additional sheets, if necessary). (Be specific)

[illegible]

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)

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The date of each amendment(s) adoption: NOVEMBER 22, 2011

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 NOVEMBER 22, 2011

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)

RASHAD EVANS

(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)

**ARTICLE IX  
TO ARTICLES OF INCORPORATION  
OF RASHAD EVANS ENTERPRISES, INC., A FLORIDA CORPORATION**

1. The sole purpose of this corporation ("Single Purpose Entity") shall be the ownership, operation, management and maintenance of real property legally described as Lot 39, Boca Falls – Parcel "K", according to the map or plat thereof as recorded in Plat Book 74, Page 111, Public Records of Palm Beach County Florida the street address of which is 21720 Marigot Drive, Boca Raton, FL 33428, located at the City of Boca Raton, County of Palm Beach, State of Florida ("Property"), and this Single Purpose Entity shall be restricted, and hereby covenants and agrees, as follows:

(a) not to engage in any business or activity whatsoever other than the ownership, operation and maintenance of the Property, and activities which would be necessarily ancillary thereto; (b) not to acquire or own any material assets other than (i) the Property, and (ii) such incidental personal property as may be necessary or appropriate for the use and operation of the Property; (c) not to incur any debt other than (i) the indebtedness held by the "Holders" (as defined below) secured by the Property ("Mortgage Indebtedness"), and (ii) liabilities incurred by this Special Purpose Entity relating to the ownership and operation of the Property; (d) not to merge into or consolidate with any person or entity or dissolve, terminate or liquidate in whole or in part, transfer or otherwise dispose of all or substantially all of its assets, stock or change its legal structure, while the Mortgage Indebtedness is outstanding without in each case the prior written consent of any and all holders of the Mortgage Indebtedness ("Holders"); (e) to preserve its existence as an entity duly organized and validly existing under the laws of the State of Florida and, without the prior written consent of the Holders, not to amend, modify, terminate or fail to comply with the provisions of the "Organizational Documents" (as defined below) of this Single Purpose Entity, as the same may be further amended or supplemented, if such amendment, modification, termination or failure to comply would materially adversely affect the ability of this Single Purpose Entity to perform its obligations hereunder, under the Mortgage Indebtedness note or under the other loan documents (collectively "Loan Documents") which relate to and/or evidence/secure the Mortgage Indebtedness. For purposes of this provision, the "Organizational Documents" of this Special Purpose Entity shall mean all documents evidencing and/or relating to the formation of this corporation and the continued existence and good standing of this corporation; (f) not own any subsidiary or make any investment in, any person or entity without the consent of the Holders.

2. This Single Purpose Entity shall be further restricted and/or required, and further covenants and agrees, as follows: (a) to maintain books and records separate from any other person or entity; (b) to maintain its accounts separate from any other person or entity; (c) not to commingle assets with those of any other entity; (d) to maintain financial statements separate from any other person or entity; (e) to pay its own liabilities out of its own funds; (f) to observe all corporate formalities; (g) to maintain an arm's-length relationship with its officers, directors,

shareholders and any affiliates; (h) not to guarantee or become obligated for the debts of any other entity or person or hold out its credit as being available to satisfy the obligations of others; (i) not to acquire obligations or securities of its shareholders; (j) to use separate stationery, invoices, and checks; (k) not to pledge its assets for the benefit of any other entity or make any loans or advances to any entity; (l) to hold itself out as a separate entity; (m) to correct any known misunderstanding regarding its separate identity; (n) to not make any changes to the structure of its current management or ownership, and (o) not to sell the Single Purpose Entity or any interest therein until the Mortgage Indebtedness is fully satisfied of record.

3. The unanimous consent of all of the directors of the Single Purpose Entity as well as the prior written consent of the Holders shall be required to: (a) file, or consent to the filing of, a bankruptcy or insolvency petition or otherwise institute insolvency proceedings; (b) dissolve, liquidate, consolidate, merge, or sell all or substantially all of the assets of this corporation; (c) engage in any other business activity; or (d) amend the Organizational Documents of this Single Purpose Entity.

4. To the maximum extent permitted by law, upon the occurrence of any event which will terminate this Single Purpose Entity (as may be provided in the Organizational Documents of this Single Purpose Entity), a vote of the majority of the remaining directors shall be sufficient to continue the life of this Single Purpose Entity. In the event a majority vote to continue the life of this Single Purpose Entity is not obtained, no asset of this Single Purpose Entity that is collateral or that secures the Mortgage Indebtedness may be sold, transferred, conveyed, liquidated or otherwise disposed of (except as permitted under the Loan Documents) without the consent of the Holders. The Holders may continue to exercise all of their rights under the Loan Documents and shall be entitled to retain the collateral until the Mortgage Indebtedness has been paid in full or otherwise discharged and satisfied of record.

5. To the extent this Article conflicts with any other provisions of the Articles of Incorporation or Bylaws of the company or any other documents pertaining to this corporation or any other organizational or formation document of this Single Purpose Entity, this Article shall control.