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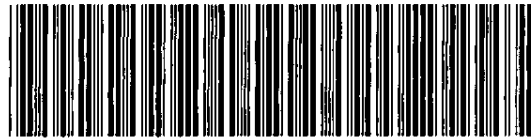
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OCT 31 2011

EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 961970 9955A

AUTHORIZATION

COST LIMIT \$ 35.00

Spurlockman

ORDER DATE : October 28, 2011

ORDER TIME : 1:46 PM

ORDER NO. : 961970-005

CUSTOMER NO: 9955A

DOMESTIC AMENDMENT FILING

NAME: LEANING LOCAL, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stephanie Milnes -- EXT# 2920

EXAMINER'S INITIALS: _____

**ARTICLES OF AMENDMENT
OF
LEANING LOCAL, INC.**

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment of its Articles of Incorporation:

ARTICLE I. NAME

The name of this corporation is:

LEANING LOCAL, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to operate a technology business; and to engage in every and any aspect and phase of any and every lawful business, including, but not limited to, the following activities:

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries.

To loan money, to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payments of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and whole owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

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ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100,000 shares of common stock with a no par value. The consideration to be paid for each share shall be fixed by the Board of Directors. There shall be no other class of stock. The incorporators may, by contract, restrict the alienability of this stock. An endorsement shall be made upon each certificate of stock indicating the existence of such contract.

ARTICLE IV. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V. ADDRESS

The street and mailing address of the initial principal office of this corporation in the State of Florida is 145 City Place, Suite 301, Palm Coast, FL 32164. The Board of Directors may, from time to time, move the principal office or mailing address to any other addresses in Florida.

ARTICLE VI. DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time, by By-Laws adopted by the stockholders. The method and procedure of selection of directors shall be as stated in the By-Laws of the Corporation.

ARTICLE VII. INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
Michael D. Chiumento III	145 City Place, Suite 301 Palm Coast, FL 32164
Christopher Horton	145 City Place, Suite 301 Palm Coast, FL 32164

ARTICLE VII. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

The foregoing amendment was adopted by the shareholders of this corporation under Sections 607.0704 and 607.1003(6), Florida Statutes, by written action on the 26th day of October, 2011.

OK

The corporation has fewer than thirty-five (35) shareholders and all owners of stock signed the written action adopting this Amendment to the Articles of Incorporation.

There are no separate voting groups and no other voting group is entitled to vote separately. The number of votes cast were sufficient for approval.

The aforementioned amendment to the Articles of Incorporation of Leaning Local, Inc. shall become effective upon the date of the execution of these Articles of Amendment as set forth hereinafter below.

IN WITNESS WHEREOF, the undersigned President and Secretary of this Corporation have executed these Articles of Amendment this 26th day of October, 2011.

LEANING LOCAL, INC

By.


CHRISTOPHER HORTON, Director/

Vice President

