

P11000091590

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**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
TA RIVERSIDE, INC.**

(Document No. P11000091590)

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida profit corporation adopts the following amendments to its Articles of Incorporation:

Article 5 is hereby amended in its entirety to read as follows:

**"ARTICLE 5  
CAPITAL STOCK**

The aggregate number of shares which this Corporation shall have authority to issue is Forty-One Thousand (41,000) shares, of which One Thousand (1,000) shall be shares of Common Stock, having a par value of \$1.00 per share, which shares of Common Stock, as a class, shall have unlimited voting rights and are entitled to receive the net assets of this Corporation upon dissolution, and Forty Thousand (40,000) shall be shares of Preferred Stock, having a par value of \$100.00 per share, and having the following terms, preferences, limitations, and relative rights:

(a) *Definitions.* As used herein with respect to the Preferred Stock.

(b)(A)(1). "Dividend Payment Date" has the meaning assigned to such term in Section

"Dividend Rate" means a rate per annum of US \$1.00 (One Dollar) per share of Preferred Stock.

"Junior Stock" means the Common Stock and any other class or series of stock of the Corporation hereafter authorized over which Preferred Stock has preference in the payment of dividends or in the distribution of assets on any liquidation, dissolution or winding up of the Corporation.

"Liquidation Event" has the meaning assigned to such term in Section (c).

"Person" means any individual, corporation, partnership, joint venture, trust, limited liability company or corporation, unincorporated organization or government or any agency or political subdivision thereof.

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(b) *Dividends.*

A. General.

(1) Dividend Payment Dates, Dividend Rate, Etc. Holders of Preferred Stock shall be entitled to receive, only when, as and if declared by the Board of Directors, or a duly authorized committee of the Board of Directors, but only out of funds legally available therefor, a cash dividend payable at an annual rate of US \$1.00 (One Dollar) per share payable annually in arrears on the 15th day of November in each year (each such date a "Dividend Payment Date"), commencing on November 15, 2012, to holders of record on the 15<sup>th</sup> calendar day before such dividend payment date or such other record date not more than 60 nor less than 10 days preceding such dividend payment date fixed for that purpose by the Board of Directors or such committee in advance of payment of each particular dividend. Notwithstanding any other provision hereof, dividends on the Preferred Stock (i) shall be non-cumulative, so that except as otherwise provided herein to the contrary, if no dividend is declared on a Dividend Payment Date, the amount of undeclared dividend shall not accumulate or otherwise be due or payable at any time, and (ii) shall not be declared, paid or set aside for payment to the extent such act would cause the Corporation to fail to comply with laws and regulations applicable thereto, including applicable capital adequacy guidelines.

(2) Priority of Dividends. So long as any of the shares of Preferred Stock are outstanding, (1) no dividends shall be paid or declared, in cash or otherwise, nor shall any other distribution be made, on the Common Stock or on any other Junior Stock and (2) the Corporation shall not purchase, redeem or otherwise acquire for consideration any Junior Stock or shares of Common Stock, unless, in either case (1) or (2), on the payment date for such dividend, purchase, redemption, or other acquisition, (a) the Corporation shall not be in default on its obligation to redeem any of the shares of its Preferred Stock called for redemption, and (b) declared but unpaid dividends for each share of Preferred Stock have been paid.

(c) *Redemption.*

A. The Corporation, at its option, may, upon notice given not more than 60 days nor less than 10 days preceding the redemption date, redeem shares of the Preferred Stock at the time outstanding on the date of notice of redemption, in whole or in part, from time to time, at any time.

B. The redemption price per share of Preferred Stock shall be cash in an amount equal to the par value thereof plus declared but unpaid dividends to the date of redemption.

(d) *Liquidation Rights.* In the event of any voluntary or involuntary dissolution, liquidation or winding up of the affairs of the Corporation (each a "Liquidation Event"), after payment or provision for payment of debts and other liabilities of the Corporation and before any distribution to the holders of shares of Common Stock or any other Junior Stock, the holders of Preferred Stock shall be entitled to receive, out of the net assets of the Corporation, for each share of Preferred Stock, an amount equal to the par value of the Preferred Stock plus an amount equal to declared but unpaid dividends.

(e) *Voting Rights.*

A. General. The holders of Preferred Stock shall not have any voting rights except as otherwise required by law or as expressly provided herein.

B. Other Voting Rights.

(1) So long as any shares of Preferred Stock remain outstanding, the Corporation shall not, without the affirmative vote of the holders of at least two-thirds of the Preferred Stock outstanding at the time (voting separately as a class): (i) authorize or create, or increase the authorized or issued amount of, any class or series of capital stock of the Corporation ranking senior to the Preferred Stock with respect to payment of dividends or the distribution of assets upon liquidation, dissolution or winding up, or reclassify any authorized shares of capital stock of the Corporation into any such shares, or (ii) amend, alter or repeal the provisions of these Articles of Incorporation, whether by merger, consolidation or otherwise, so as to materially and adversely affect any right, preference, privilege or voting power of the Preferred Stock or the holders thereof; provided, however, that with respect to the occurrence of any event set forth in clause (ii) above, so long as any shares of the Preferred Stock remain outstanding with the terms thereof materially unchanged or new shares of the surviving corporation or entity are issued with the same terms as the Preferred Stock, in each case taking into account that upon the occurrence of an event the Corporation may not be the surviving entity, the occurrence of any such event shall not be deemed to materially and adversely affect any right, preference, privilege or voting power of the Preferred Stock or the holders thereof, and provided, further, that (i) any increase in the amount of the authorized Common Stock or Preferred Stock or the creation or issuance of any Junior Stock or Preferred Stock ranking on a parity with the Preferred Stock with respect to payment of dividends (whether such dividends are cumulative or non-cumulative) or distribution of assets upon liquidation, dissolution or winding up, and (ii) any change to the number of directors or number of classes of directors, shall not be deemed to materially and adversely affect such rights, preferences, privileges or voting powers.

(2) On any matter on which the holders of the Preferred Stock shall be entitled to vote (as provided herein or by applicable law), including any action by written consent, each share of Preferred Stock shall have one vote per share.

(3) The foregoing voting provisions will not apply if, at or prior to the time when the act with respect to which such vote would otherwise be required shall be effected, all outstanding Preferred Stock shall have been redeemed or called for redemption upon proper notice and sufficient funds shall have been set aside by the Corporation for the benefit of the holders of Preferred Stock to effect such redemption.

(f) *Other Rights.* The shares of Preferred Stock shall not have any voting powers, preferences or relative, participating, optional or other special rights, or qualifications, limitations or restrictions thereof, other than as set forth herein or in the Articles of Incorporation.

(g) *Additional Preferred Stock.* The Corporation may authorize and issue additional shares of Junior Stock and on any other class or series of Preferred Stock of the Corporation ranking on a parity with Preferred Stock with respect to payment of dividends (whether such dividends are cumulative or non-cumulative) or in the distribution of assets upon liquidation, dissolution or winding up of the Corporation, without the consent of the holders of the Preferred Stock.

(h) *Miscellaneous Provisions.*

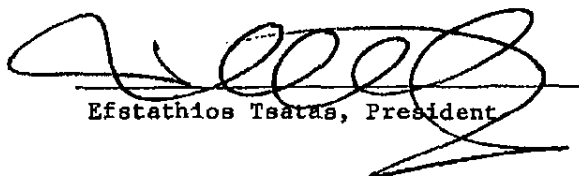
A. Headings of Subdivisions. The headings of the various Sections and other subdivisions hereof are for convenience of reference only and shall not affect the interpretation of any of the provisions hereof.

D. Severability of Provisions. If any voting powers, preferences and relative, participating, optional and other special rights of the Preferred Stock and qualifications, limitations and restrictions thereon set forth in the Articles of Amendment is invalid, unlawful or incapable of being enforced by reason of any rule of law or public policy, all other powers, preferences and relative, participating, optional and other special rights of Preferred Stock and qualifications, limitations and restrictions thereon set forth therein which can be given effect without the invalid, unlawful or unenforceable voting powers, preferences and relative, participating, optional and other special rights of Preferred Stock and qualifications, limitations and restrictions thereon shall, nevertheless, remain in full force and effect, and no voting powers, preferences and relative, participating, optional or other special rights of Preferred Stock and qualifications, limitations and restrictions thereon herein set forth shall be deemed dependent upon any other such voting powers, preferences and relative, participating, optional or other special rights of Preferred Stock and qualifications, limitations and restrictions thereon unless so expressed herein."

The date of each amendment's adoption is November 1, 2011.

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

Dated: November 2, 2011



Efsthathios Tsatas, President