# P120000013940

## Florida Department of State
### Division of Corporations
### Electronic Filing Cover Sheet

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## COR AMND/RESTATE/CORRECT OR O/D RESIGN
## FIDELIS ASSET MANAGEMENT, INC.

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MAR 1 6 2012

T. BROWN

3/15/2012

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## COVER LETTER

TO: Amendment Section
    Division of Corporations

NAME OF CORPORATION: Fidelis Asset Management, Inc.

DOCUMENT NUMBER: P12000013940

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

Please return all correspondence concerning this matter to the following:

Roger C. Stanton, Esq.
_____
Name of Contact Person

Cohen, Norris, Wolmer, et al.
_____
Firm/ Company

712 US Hwy 1, Suite 400
_____
Address

North Palm Beach, FL 33408
_____
City/ State and Zip Code

rs@fcohenlaw.com
_____
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Roger C. Stanton _____ at ( 561 ) 844-3600
_____        _____
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:

■ $35 Filing Fee     ☐$43.75 Filing Fee &     ☐$43.75 Filing Fee &     ☐$52.50 Filing Fee
                      Certificate of Status     Certified Copy            Certificate of Status
                                               (Additional copy is       Certified Copy
                                               enclosed)                 (Additional Copy
                                                                         is enclosed)

| Mailing Address | Street Address |
|---|---|
| Amendment Section | Amendment Section |
| Division of Corporations | Division of Corporations |
| P.O. Box 6327 | Clifton Building |
| Tallahassee, FL 32314 | 2661 Executive Center Circle |
| | Tallahassee, FL 32301 |

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2012 MAR 15 AM 10: 03 *FILED* SECRETARY OF STATE TALLAHASSEE, FLORIDA

Articles of Amendment
to
Articles of Incorporation
of

## Fidelis Asset Management, Inc.

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

## P12000013940

(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*

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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)

*Please note the officer/director title by the first letter of the office title:*
*P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.*

*Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change. Mike Jones leaves the corporation. Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.*

Example:
   X Change        PT     John Doe

   X Remove        V      Mike Jones

   X Add           SV     Sally Smith


| Type of Action (Check One) | Title | Name | Address |
|---|---|---|---|
| 1) ___ Change<br>___ Add<br>_X_ Remove | VPST | Lynda McClement | 712 US Hwy 1, Suite 400<br>North Palm Beach, FL 33408 |
| 2) ___ Change<br>_X_ Add<br>___ Remove | DV | Timothy J. Matthews | 712 US HWy 1, Suite 400<br>North Palm Beach, FL 33408 |
| 3) ___ Change<br>___ Add<br>___ Remove | | | |
| 4) ___ Change<br>___ Add<br>___ Remove | | | |
| 5) ___ Change<br>___ Add<br>___ Remove | | | |
| 6) ___ Change<br>___ Add<br>___ Remove | | | |

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

_____

_____

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**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: **March 11, 2012**

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 **March 13, 2012**

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)

**Timothy J. Matthews**

(Typed or printed name of person signing)

**Director**

(Title of person signing)