

P12000079295

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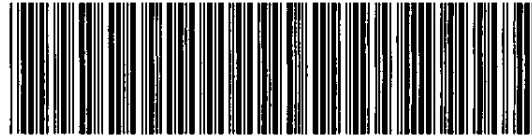
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2012 DEC -3 PM 12:34

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Amend

DEC 4 2012

T. LEWIS

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: RASHENDZ, INC.

DOCUMENT NUMBER: P12000079295

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

Please return all correspondence concerning this matter to the following:

Keathel W. Chauncey, Esq.

Name of Contact Person

Fresh Legal Perspective, PL

Firm/ Company

16536 North Dale Mabry Highway

Address

Tampa, FL 33618

City/ State and Zip Code

nigel@rashendz.com

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

For further information concerning this matter, please call:

Keathel Chauncey

Name of Contact Person

at (813) 448 - 1042

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

FILED

2012 DEC -3 PM 12:34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RASHENDZ, INC.

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

P12000079295

(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

DP

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:

☒ Change PT John Doe
☒ Remove V Mike Jones
☒ Add SV Sally Smith

Type of Action (Check One)	Title	Name	Address
1) ☐ Change	_____	_____	_____
☐ Add	_____	_____	_____
☐ Remove	_____	_____	_____
2) ☐ Change	_____	_____	_____
☐ Add	_____	_____	_____
☐ Remove	_____	_____	_____
3) ☐ Change	_____	_____	_____
☐ Add	_____	_____	_____
☐ Remove	_____	_____	_____
4) ☐ Change	_____	_____	_____
☐ Add	_____	_____	_____
☐ Remove	_____	_____	_____
5) ☐ Change	_____	_____	_____
☐ Add	_____	_____	_____
☐ Remove	_____	_____	_____
6) ☐ Change	_____	_____	_____
☐ Add	_____	_____	_____
☐ Remove	_____	_____	_____

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

See attached sheet titled "Amendment to the Articles"

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)

NP

AMENDMENT TO THE ARTICLES

ARTICLE IV

The total number of shares of stock which the Corporation shall have authority to issue is fifteen-thousand (15,000); consisting of eight-thousand (8,000) shares of Class A common stock with no par value, two-thousand (2,000) shares of Class B common stock with no par value, two-thousand (2,000) shares of Class A preferred stock with no par value, and three-thousand (3,000) shares of Class B preferred stock with no par value.

The number of authorized shares of stock of any class may be increased or decreased (but not below the number of shares then outstanding) by the affirmative vote of the holders of a majority of the voting power of all then outstanding shares of stock of the Corporation entitled to vote generally in the election of directors.

1. The shares of Class A Common Stock shall have the following rights and characteristics:

- (a) Each share of Class A Common Stock shall be entitled to ten votes in the election of directors and in all other matters upon which stockholders are entitled to vote. There shall be no cumulative voting;
- (b) No holder of Class A Common Stock shall have any preemptive right to subscribe to or acquire (i) unissued or treasury shares of the Corporation of any class, (ii) securities of the Corporation convertible into or carrying a right to acquire or subscribe to shares of any class or (iii) any other obligations, warrants, rights to subscribe to shares or other securities of the Corporation of any class, in each case whether now or hereafter authorized;
- (c) Subject to the provisions of law and to the provisions of any preferred shares that may be outstanding from time to time, dividends may be paid on the Class A Common Stock at such times and in such amounts as the Board of Directors may deem advisable; and
- (d) In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of Class A Common Stock shall be entitled, after payment or provision for payment of the debts and other liabilities of the Corporation and the amounts to which holders of Preferred Shares shall be entitled, to the remaining net assets of the Corporation.

2. The shares of Class B Common Stock shall have the following rights and characteristics:

- (a) Each share of Class B Common Stock shall be entitled to one vote in the election of directors and in all other matters upon which stockholders are entitled to vote. There shall be no cumulative voting; and
- (b) Other than voting rights, Class B Common Stock shall have rights and characteristics identical to those of Class A Common Stock.



3. The shares of Class A Preferred Convertible Stock ("Class A Preferred Stock") shall have the following rights and characteristics:

- (a) Each share of Class A Preferred Stock shall have no right to vote;
- (b) Dividends on the Class A Preferred Stock shall be \$2 per share, per annum;
- (c) Dividends on the Class A Preferred Stock shall be cumulative and shall be declared and paid or set apart for payment before any dividends shall be declared and paid or set apart for payment on the outstanding common stock with respect to the same quarterly period;
- (d) In the event of any liquidation, dissolution, or winding up of the affairs of the Corporation, whether voluntary or involuntary, the outstanding shares of Class A Preferred Stock shall have preference and priority over the outstanding shares of common stock for payment of the amount, if any, to which shares of each outstanding class of preferred stock may be entitled in accordance with the terms and rights thereof and each holder of Class A Preferred Stock shall be entitled to be paid in full such amount, or have a sum sufficient for the payment in full set aside, before any such payments shall be made to the holders of common stock;
- (e) The holders of Class A Preferred Stock may convert each share of Class A Preferred Stock into one share of Class A Common Stock. In order for a holder of Class A Preferred Stock to voluntarily convert shares of Class A Preferred Stock into shares of Class A Common Stock, such holder shall surrender the certificate or certificates for such shares of Class A Preferred Stock (or, if such registered holder alleges that such certificate has been lost, stolen or destroyed, a lost certificate affidavit and agreement reasonably acceptable to the Corporation to indemnify the Corporation against any claim that may be made against the Corporation on account of the alleged loss, theft or destruction of such certificate), at the office of the transfer agent for the Class A Preferred Stock (or at the principal office of the Corporation if the Corporation serves as its own transfer agent), together with written notice that such holder elects to convert all or any number of the shares of the Class A Preferred Stock represented by such certificate or certificates and, if applicable, any event on which such conversion is contingent. Such notice shall state such holder's name or the names of the nominees in which such holder wishes the certificate or certificates for shares of Class A Common Stock to be issued. If required by the Corporation, certificates surrendered for conversion shall be endorsed or accompanied by a written instrument or instruments of transfer, in form satisfactory to the Corporation, duly executed by the registered holder or his, her or its attorney duly authorized in writing. The close of business on the date of receipt by the transfer agent (or by the Corporation if the Corporation serves as its own transfer agent) of such certificates (or lost certificate affidavit and agreement) and notice shall be the time of conversion (the "Conversion Time"), and the shares of Class A Common Stock issuable upon conversion of the shares represented by such certificate shall be deemed to be outstanding of record as of such date. The Corporation shall, as soon as practicable after the Conversion Time,
 - (i) issue and deliver to such holder of Class A Preferred Stock, or to his, her or its nominees, a certificate or certificates for the number of full shares of Class A Common Stock issuable upon such conversion in accordance with the provisions hereof and a certificate for the number (if any) of the shares of Class A Preferred Stock represented by the surrendered certificate that were not converted into Class A Common Stock and
 - (ii) pay all declared but unpaid dividends on the shares of Class A Preferred Stock converted;
- (f) The Corporation shall at all times when the Class A Preferred Stock shall be outstanding, reserve and keep available out of its authorized but unissued capital stock, for the purpose of effecting the conversion of the Class A Preferred Stock, such number of its duly authorized



shares of Class A Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding Class A Preferred Stock;

(g) All shares of Class A Preferred Stock which shall have been surrendered for conversion as herein provided shall no longer be deemed to be outstanding and all rights with respect to such shares shall immediately cease and terminate at the Conversion Time, except only the right of the holders thereof to receive shares of Class A Common Stock in exchange therefor and to receive payment of any dividends declared but unpaid thereon. Any shares of Class A Preferred Stock so converted shall be retired and cancelled and may not be reissued, and the Corporation may thereafter take such appropriate action (without the need for stockholder action) as may be necessary to reduce the authorized number of shares of Class A Preferred Stock accordingly.

(h) No holder of Class A Preferred Stock shall have any preemptive right to subscribe to or acquire (i) unissued or treasury shares of the Corporation of any class, (ii) securities of the Corporation convertible into or carrying a right to acquire or subscribe to shares of any class or (iii) any other obligations, warrants, rights to subscribe to shares or other securities of the Corporation of any class, in each case whether now or hereafter authorized.

4. The shares of Class B Preferred Stock ("Class B Preferred Stock") shall have the following rights and characteristics:

(a) Each share of Class B Preferred Stock shall have no right to vote;

(b) Dividends on the Class B Preferred Stock shall be \$3 per share, per annum;

(c) Dividends on the Class B Preferred Stock shall be cumulative and shall be declared and paid or set apart for payment before any dividends shall be declared and paid or set apart for payment on the outstanding common stock with respect to the same quarterly period;

(d) In the event of any liquidation, dissolution, or winding up of the affairs of the Corporation, whether voluntary or involuntary, the outstanding shares of Class B Preferred Stock shall have preference and priority over the outstanding shares of common stock for payment of the amount, if any, to which shares of each outstanding class of preferred stock may be entitled in accordance with the terms and rights thereof and each holder of Class B Preferred Stock shall be entitled to be paid in full such amount, or have a sum sufficient for the payment in full set aside, before any such payments shall be made to the holders of common stock; and

(e) No holder of Class B Preferred Stock shall have any preemptive right to subscribe to or acquire (i) unissued or treasury shares of the Corporation of any class, (ii) securities of the Corporation convertible into or carrying a right to acquire or subscribe to shares of any class or (iii) any other obligations, warrants, rights to subscribe to shares or other securities of the Corporation of any class, in each case whether now or hereafter authorized.

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The date of each amendment(s) adoption: NOVEMBER 19, 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):*

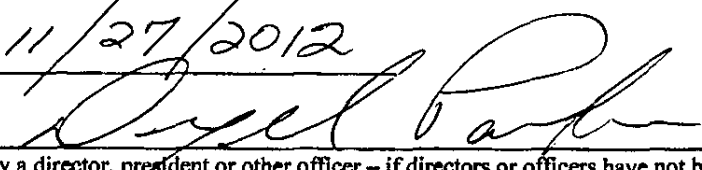
"The number of votes cast for the amendment(s) was/were sufficient for approval

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 11/27/2012

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)

Nigel Parker

(Typed or printed name of person signing)

President & Secretary

(Title of person signing)