

Division of Corporations

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THE ROSA ALLIANCE, INC.**

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**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
THE ROSA ALLIANCE, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
SERIES A PREFERRED STOCK**

(Pursuant to Section 607.0602 of the
Florida Business Corporation Act)

The undersigned, a duly authorized officer of The Rosa Alliance, Inc., a Florida corporation (the "**Corporation**"), **DOES HEREBY CERTIFY** that the following resolution was duly adopted by the written consent of the sole director of the Corporation pursuant to Section 607.0602 of the Florida Business Corporation Act (the "**FCBA**") on September 19, 2012:

RESOLVED, that 100,000 shares of the Corporation's authorized but unissued preferred stock, par value \$.01 be designated as shares of Series A Preferred Stock (the "**Series A Preferred Shares**"), with the designations, preferences, qualifications, limitations, rights and restrictions as follows:

1. **Stated Value.** The Stated Value of each Series A Preferred Share is \$.50 ("**Stated Value**").

2. **Dividends.**

(a) Each outstanding Series A Preferred Share shall accrue and cumulate dividends on the Stated Value thereof from and after the date of issuance at a rate of five percent (5%) per annum (the "**Annual Dividend**").

(b) The Annual Dividend, to the extent declared from funds legally available therefor, shall be paid in cash, on each anniversary of the date of issuance. Annual Dividends shall be cumulative and shall accrue and be earned, whether or not declared and whether or not there exist funds legally available for the payment of the Annual Dividend. No cash dividends or distributions shall be declared or paid or set apart for payment on the Corporation's common stock or any stock ranking junior to the Series A Preferred Shares in any calendar year unless the Annual Dividends on the Series A Preferred Shares for such calendar year are likewise declared and paid or set apart for payment.

3. **Liquidation Rights.**

(a) **Liquidation Preference.** Upon any liquidation, dissolution or winding up of the Corporation, the holders of Series A Preferred Shares shall be entitled to receive an aggregate distribution amount per share equal to Stated Value, plus any accrued but unpaid

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Annual Dividends, prior to any distribution to holders of the Common Stock or any stock ranking junior to the Series A Preferred Shares.

(b) Reorganization. For purposes of this Section 3, a liquidation, dissolution or winding up of the Corporation shall be deemed to be occasioned by, or to include, (i) the acquisition of the Corporation by another entity by means of any transaction or series of related transactions to which the Corporation is party (including, without limitation, any stock acquisition, reorganization, merger or consolidation but excluding any sale of stock for capital raising purposes) other than a transaction or series of transactions in which the holders of the voting securities of the Corporation outstanding immediately prior to such transaction continue to retain (either by such voting securities remaining outstanding or by such voting securities being converted into voting securities of the surviving entity), as a result of shares in the Corporation held by such holders prior to such transaction, at least fifty percent (50%) of the total voting power represented by the voting securities of the Corporation or such surviving entity outstanding immediately after such transaction or series of transactions; (ii) a sale, lease, transfer, exclusive license or other disposition, in a single transaction or series of related transactions, by the Corporation of all or substantially all the assets of the Corporation and its subsidiaries taken as a whole, except where such sale, lease, transfer, exclusive license or other disposition is to a wholly owned subsidiary of the Corporation; or (iii) any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary.

4. Conversion Rights. The holders of the Series A Preferred Shares shall not have conversion rights.

5. Voting Rights. Except as required by the FCBA or as provided for in Section 7 hereof, the holders of Series A Preferred Shares shall have no voting rights.

6. No Redemption Rights. The Series A Preferred Shares shall not be redeemable by the Corporation.

7. Amendment. At such time as any Series A Preferred Shares are outstanding, the Articles of Incorporation of the Corporation, as amended, shall not be amended in any manner, whether by reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, which would materially alter or change the powers, preferences or special rights of the Series A Preferred Shares so as to affect them adversely without affirmative vote of the holders of at least a majority of the outstanding Series A Preferred Shares, voting as a separate class. The Corporation will at all times take such action as may be necessary or appropriate in order to protect the rights of the holders of the Series A Preferred Shares against impairment.

8. Fractional Shares. Series A Preferred Shares may be issued in fractions of a share which shall entitle the holder, in proportion to such holder's fractional shares, to receive dividends, participate in distributions and have the benefit of all other rights of holders of Series A Preferred Shares.

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IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed by its President this 19th day of September, 2012.

THE ROSA ALLIANCE, INC.

By:


Mary K. Mathis, President

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