

P12000103821

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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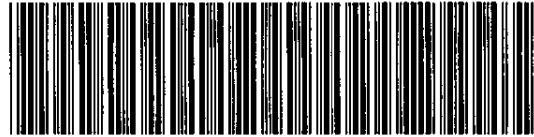
(Business Entity Name)

(Document Number)

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
14 FEB -4 PM 3:58

Amend

FEB 11 2014
T. CARTER



Katherine O'Donniley
(813) 251-5141
katherine@sodlegal.com

February 3, 2014

Amendment Section
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: Flat Tyre Inc. – Amendment to Remove Cynthia Wilkinson

To Whom It May Concern:

Please find enclosed an application for amendment regarding removal of an officer (Cynthia Wilkinson) from the entity Flat Tyre Inc. Supporting documentation regarding her resignation is also enclosed along with the filing fee check payable to the Florida Department of State for \$35.00.

Should you have any questions or need any additional information, please do not hesitate to contact me at 813-251-5141 or katherine@sodlegal.com.

Sincerely yours,

SINGER & O'DONNILEY, P.A.

A handwritten signature in black ink, appearing to read "Katherine O'Donniley", is written over a horizontal line.

Katherine O'Donniley

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Flat Tyre Inc

DOCUMENT NUMBER: P12000103821

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

Please return all correspondence concerning this matter to the following:

John Nolan

Name of Contact Person

Flat Tyre, Inc

Firm/ Company

304 E. DAVIS BLVD, Suite E

Address

Tampa, FL 33606

City/ State and Zip Code

mollymalonesip@gmail.com

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

For further information concerning this matter, please call:

John Nolan

Name of Contact Person

at (813) 304-2777

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$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
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLAT TYRE INC

14 FEB -6 PM 3:58

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

P12000103821

(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

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) <input type="checkbox"/> Change	<u>Treas</u>	<u>Cynthia D Wilkinson</u>	<u>630 Luzon Ave.</u>
<input type="checkbox"/> Add			<u>Tampa, FL 33606</u>
<input checked="" type="checkbox"/> Remove			
2) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
3) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
4) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
5) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
6) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			

E. If amending or adding additional Articles, enter change(s) here:

(Attach additional sheets, if necessary). (Be specific)

Resignation and action of directors dated November 6, 2013 attached for reference.

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)

n/a

The date of each amendment(s) adoption: November 6, 2013, if other than the date this document was signed.

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 2/3/14

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)

John Nolan

(Typed or printed name of person signing)

President

(Title of person signing)

RESIGNATION

I hereby resign as Treasurer and a Director of Flat Tyre, Inc., a Florida corporation
(Company No. P1200010382) (the "Corporation"); and any and all other positions with the
Corporation effective immediately.
Dated this 6th day of November, 2013.


Cynthia D. Wilkinson

**ACKNOWLEDGEMENT
REGARDING OWNERSHIP OF
SHARES OF STOCK IN
FLAT TYRE INC.**

The undersigned, being all of the shareholders (the "Shareholders") of Flat Tyre Inc., a Florida corporation (the "Corporation"), hereby acknowledge and agree that:

1. Each of the Shareholders has contributed to the capital of the Corporation.
2. As of December 26, 2012, the date of the Corporation's formation, and continuing through the date hereof, each Shareholder owned and now owns the respective number of shares of Common Stock of the Corporation set forth on Exhibit A attached hereto, which, collectively, represents 100% of the issued and outstanding Common Stock of the corporation.

Dated this 16^{T.H.} day of November, 2013


John Nolan


Patricia M. Nolan


Cynthia D. Wilkinson

EXHIBIT A

**FLAT TYRE INC.
STOCK OWNERSHIP**

Shareholder	Number of Shares	Percentage Ownership
John Nolan	35	35%
Patricia M. Nolan	35	35%
Cynthia D. Wilkinson	30	30%
Totals	100	100%

FLAT TYRE INC.

ACTION OF DIRECTORS IN LIEU OF SPECIAL MEETING

The undersigned, being all of the directors of Flat Tyre Inc., a Florida corporation (the "Corporation"), hereby take the following action and consent to the adoption of the following resolutions without a meeting and by unanimous written consent pursuant to Section 607.0821 of the Florida Business Corporation Act, to have the same force and effect as if unanimously taken and adopted at a special meeting of the Board of Directors of the Corporation:

Redemption of Shares by Cynthia D. Wilkinson

WHEREAS, Cynthia D. Wilkinson ("Shareholder") is the record owner of Thirty (30) uncertificated shares of Common Stock of the Corporation (the "Shares"); and

WHEREAS, Shareholder desires to sell the Shares to the Corporation, and the Corporation desires to purchase and redeem the Shares from Shareholder, upon the terms and conditions set forth in that certain Stock Redemption Agreement dated as of November 6, 2013, by and between Shareholder and the Corporation (the "Stock Redemption Agreement");

NOW, THEREFORE, BE IT RESOLVED that the Stock Redemption Agreement, in the form presented to the directors for their review, is hereby approved and adopted, and the redemption by the Corporation of the Shares pursuant to the terms of the Stock Redemption Agreement is hereby approved;

FURTHER RESOLVED, that the President or any other officer of the Corporation is hereby authorized, empowered and directed, in the name and on behalf of the Corporation, to execute, deliver and perform the Stock Redemption Agreement, and the other related agreements, documents and instruments referred to therein, with such changes, therein or additions thereto, if any, as may be approved by the President or other officer of the Corporation, the execution and delivery thereof to be conclusive evidence of such approval;

FURTHER RESOLVED, that the officers of the Corporation are hereby authorized and directed to execute and deliver such additional documents and to take any and all further action as they deem necessary or appropriate in order to consummate the transactions contemplated by the Stock Redemption Agreement and to fully carry out the intent and purposes of these resolutions.

General Ratification

FURTHER RESOLVED, that the officers of the Corporation are hereby broadly authorized and directed to execute, deliver and perform any and all documents necessary and to take any and all other action as may be deemed necessary or advisable to otherwise fully implement the purposes of the foregoing resolutions;

FURTHER RESOLVED, that all lawful actions taken by the officers and representatives of the Corporation in negotiating, documenting and effecting the transactions described in the foregoing resolutions, whether taken prior to or after the date hereof, are hereby ratified, confirmed and approved in all respects as the acts of the Corporation.

FURTHER RESOLVED, that the omission from these resolutions of any agreement or other arrangement contemplated by any of the agreements or instruments described in the foregoing resolutions or any action to be taken in accordance with any requirement of any of the agreements or instruments described in the foregoing resolutions shall in no manner derogate from the authority of the officers of the Corporation to take any and all actions necessary, desirable, advisable or appropriate to consummate, effectuate, carry out or further the transactions contemplated by the intent and purposes of these resolutions.

IN WITNESS WHEREOF, the undersigned have executed this consent to be filed as a part of the minutes of the Corporation as of the 6th day of November, 2013.

DIRECTORS:


John Nolan


Patricia M. Nolan

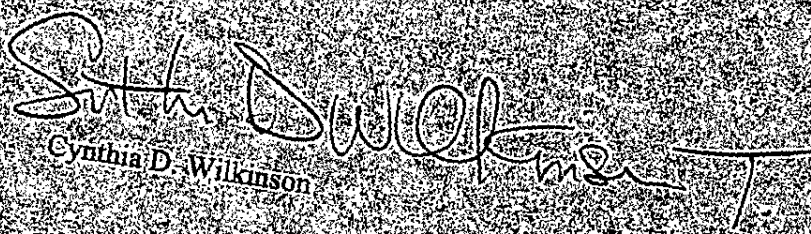
EXHIBIT A

**STOCK POWER
ASSIGNMENT SEPARATE FROM CERTIFICATE**

FOR VALUE RECEIVED the undersigned hereby sells, assigns and transfers unto
FLAT TYRE INC

Thirty (30) uncertificated shares of Common Stock of Flat Tyre Inc. a Florida corporation (the "Corporation"), standing in the name of Cynthia D. Wilkinson on the books of the Corporation and does hereby irrevocably constitute and appoint Patricia M. Nolan Secretary of the Corporation as attorney to transfer the stock on the books of the Corporation with full power of substitution in the premises.

Dated as of November 6, 2013.


Cynthia D. Wilkinson