

P13000048346

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: OnStreet Media Florida, Inc.

DOCUMENT NUMBER: P13000048346

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

Please return all correspondence concerning this matter to the following:

Samuel A. Houghton

Name of Contact Person

Houghton, P.A.

Firm/ Company

Address

Lakeland, Florida 33801

City/ State and Zip Code

shoughton@houghtonpa.com

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

For further information concerning this matter, please call:

Samuel A. Houghton

Name of Contact Person

at (863)

899-2671

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

On Street Media Florida, Inc.

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

P13000048346

(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**)

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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

(Attach additional sheets, if necessary)

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.

Example:

<u>X</u> Add	<u>SV</u>	<u>Sally Smith</u>
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Address

Remove

[Remove](#)

[Remove](#)

Remove _____

Remove

[Remove](#)

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

(if not applicable, indicate N/A)

The date of each amendment(s) adoption: June 3, 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

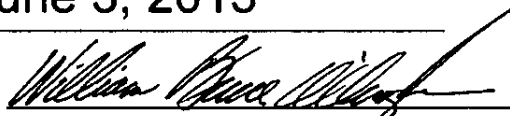
by _____."
(voting group)

☐ 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 June 3, 2013

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)

William Bruce O'Donoghue

(Typed or printed name of person signing)

President & CEO

(Title of person signing)

**FIRST AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
ON STREET MEDIA FLORIDA, INC.**

THIS FIRST AMENDMENT TO THE ARTICLES OF INCORPORATION OF ON STREET MEDIA FLORIDA, INC. (the "**Amendment**") is approved by the sole director and each of the stockholders of On Street Media Florida, Inc., a Florida corporation (the "**Corporation**") and made effective this 1st day of July, 2013 (the "**Effective Date**"), pursuant to Florida Statute 607.1003.

WHEREAS, the Corporation anticipates the sale of non-voting equity interests in the Corporation to outside investors;

WHEREAS, the current Articles of Incorporation of the Corporation do not specifically set forth the separate classes of stock to be sold;

NOW, THEREFORE, the Articles of Incorporation are hereby amended as follows:

ITEM I: Article IV is hereby amended and restated in full to read as follows:

The Corporation is authorized to issue the following shares of stock, in varying classes described further below:

Class A (Voting) – 220,000
Class B (Non-Voting) – 40,000
Class C (Non-Voting) – 740,000

Class A stock is common voting stock.

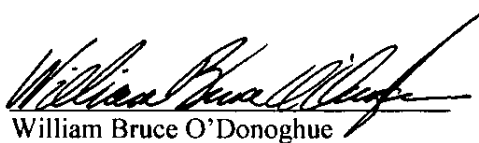
Class B stock is non-voting stock with a preferred return, in that in the event of a Liquidation Event, all original invested amounts must be repaid to the stockholders prior to any other class of Stock receiving any funds.

Class C stock is non-voting stock with a preferred return, in that in the event of a Liquidation Event, all original invested amounts must be repaid to the stockholders after the repayment of Class B stockholders and prior to the Class A stockholders receiving any funds.

[Signatures to Follow on Subsequent Page]

EXECUTED and made effective as of the Effective Date defined above.

Majority Stockholder and Sole Director:


William Bruce O'Donoghue