

P92000003350

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**BUSH ROSS, P.A.**  
ATTORNEYS AT LAW

# Fax

<b>To:</b>	FL DOC - Corporate filings (amendments) (Business Fax)	<b>From:</b>	Brenda K. Holland
<b>Fax:</b>	(850) 617-6380	<b>Pages:</b>	2
<b>Phone:</b>		<b>Date:</b>	12/27/2013
<b>Re:</b>	Art. of Amendment to Art. of Inc. - increasing shares / voting & non-voting - Russell's Western Wear, Inc. (for filing)		

- **Comments:**

Art. of Amendment to Art. of Inc. - increasing shares / voting & non-voting - Russell's Western  
Wear, Inc. (for filing)

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ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION OF  
RUSSELL'S WESTERN WEAR, INC.

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RUSSELL'S WESTERN WEAR, INC., a Florida corporation (Florida Division of Corporations Document Number P92000003350) (the "Corporation"), hereby certifies as follows:

1. The Articles of Incorporation of the Corporation are hereby amended by deleting Article V in its entirety and by substituting, in lieu thereof, the following:

"ARTICLE V  
CAPITAL STOCK

*The aggregate number of shares of stock authorized to be issued by the corporation shall be 700,000 shares of common stock, of which 7,000 shares shall be designated as "Class A Voting Common Stock," each with a par value of \$.001 and 693,000 shares shall be designated as "Class B Non-Voting Common Stock," each with a par value of \$.001. Each share of issued and outstanding Class A Voting Common Stock shall entitle the holder thereof to fully participate in all shareholders meetings, to cast one vote on each matter with respect to which shareholders have the rights to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the corporation upon liquidation or dissolution. The shares of the corporation's Class B Non-Voting Common Stock shall have all of the rights and privileges of the corporation's Class A Voting Common Stock, however, such shares shall not have voting privileges."*

2. The foregoing amendment shall become effective as of the close of business on the date these Articles of Amendment are approved by the Florida Department of State and all filing fees then due have been paid, all in accordance with the corporation laws of the State of Florida.

3. The amendments recited in Section 1. above have been duly adopted in accordance with the provisions of §607.0821, .0704, .1003 and .1006, Florida Statutes, the shareholders and directors of the Corporation having executed a written statement, dated December 27, 2013, manifesting their intention that the amendment be adopted.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be prepared under the signature of its President this 27<sup>th</sup> day of December, 2013.

RUSSELL'S WESTERN WEAR, INC.

By: 

Scott B. Meister, II, President