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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CDCF, INC.**

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SECRETARY OF STATE
JACKSONVILLE, FLORIDA

Articles of Incorporation were filed for this corporation on May 11, 1993, effective May 10, 1993 (the "Articles of Incorporation").

Pursuant to Sections 607.1001, 607.1003, 607.1004 and 607.1006, Florida Business Corporation Act, the Articles of Incorporation are amended in the following particulars:

Article VIII entitled "Restraint on Alienation of Shares" is amended and restated in its entirety as follows:

**"Article VIII
RESTRAINT ON ALIENATION OF SHARES**

(a) For purposes of this Article VIII, the term "transfer" means (a) any sale, exchange, gift, bequest, hypothecation, pledge or grant of a security interest or (b) any other disposition of shares of common stock of the corporation ("Share(s)"), or of any interest in Shares, whether voluntary, involuntary or by operation of law, that would change the legal or beneficial ownership of the Shares. A "transfer" includes, without limitation, any transaction that creates a form of joint ownership in the Shares between the transferor and one or more persons (whether or not that other person is the spouse of the transferor) or any transaction that creates or grants an option, warrant, or right to obtain an interest in the Shares.

(b) The corporation is presently qualified as an S corporation, as defined in Section 1361 of the Internal Revenue Code of 1986, or any successor legislation (the "Code"), and intends to continue to so qualify. No shareholder may transfer, and no person may acquire, the legal or beneficial ownership of any Share if such transfer or acquisition would cause the subchapter S status of the Corporation under the Code to terminate. Specifically, no transfer may be made to, and no acquisition may be made by, any person who would cause the corporation to have more than the maximum permitted number of shareholders under the Code as then in effect or to any person that is not eligible to be a shareholder of an S corporation under the provisions of the Code as in effect at the time of the purported transfer.

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(c) No shareholder of this corporation may sell, hypothecate or otherwise transfer said shareholder's Shares except to another individual or entity eligible to be a shareholder of this corporation as determined by the Board of Directors.

(d) No shareholder may transfer the legal or beneficial ownership of any Share to any trust unless (1) the corporation has received in advance copies of all relevant trust documents and (2) the corporation has, at its option and at the sole expense of the shareholder, obtained a private letter ruling from the Internal Revenue Service or an opinion of the corporation's counsel or of the shareholder's counsel, providing, in the reasonable judgment of the corporation, adequate assurance that the transfer to the trust will not adversely affect the corporation or any of its shareholders under Subchapter S of the Code.

(e) Any purported transfer or acquisition of Shares in violation of Article VIII shall be null and void ab initio. The purported transferee shall have no interest in any of the Shares purported to be transferred.

(f) Upon any sale, transfer, pledge or other disposition, or attempted sale, transfer, pledge or other disposition, of any Shares of the corporation in violation of any of the provisions of this Article VIII, the corporation shall have, and is hereby expressly given, the right and option, after the actual discovery by the corporation of such sale, transfer, pledge or other disposition, or attempted sale, transfer, pledge or other disposition, in violation of this Article VIII, to redeem or purchase, all or any of such Shares from the then holder thereof as follows. The corporation shall have ninety (90) days from such notice or event in which to elect to buy all, but not less than all, of the Shares at the Purchase Price for the Shares. The "Purchase Price" shall be the book value of the corporation (most recently determined by the corporation) allocable to the Shares to be purchased, as determined in accordance with generally accepted accounting principles, consistently applied. Any purchase effected under this paragraph shall be closed at the corporation's offices within thirty (30) days following the exercise of this option by the corporation.

(g) Nothing contained in this Article VIII shall limit the authority of the Board of Directors to take such other action as it deems necessary or advisable to protect the corporation and the interests of the shareholders by preservation of the corporation's qualification as an S corporation under subchapter S of the Code. If the Board of

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Directors or any duly authorized committee thereof shall at any time determine in good faith that a transfer or other event has taken place that results in a violation of this Article VIII or that a person intends to acquire or has attempted to acquire beneficial ownership or constructive ownership of any Shares in violation of this Article VIII (whether or not such violation is intended), the Board of Directors or a committee thereof shall take such action as it deems advisable to refuse to give effect to or to prevent such transfer or other event, including, without limitation, causing the corporation to redeem Shares, refusing to give effect to such transfer or other event on the books of the corporation or instituting proceedings to enjoin such transfer or other event.

(h) If any provision of this Article VIII or any application of any such provision is determined to be invalid by any federal or state court having jurisdiction over the issue, the validity of the remaining provisions of this Article VIII shall not be affected and other application of this provision shall be affected only to the extent necessary to comply with the determination of such court. To the extent this Article VIII may be inconsistent with any other provision of these Articles of Incorporation, this Article VIII shall be controlling.

(i) In the case of an ambiguity in the application of any of the provisions of this Article VIII or any definition contained herein, the Board of Directors shall have the power to determine the application of the provisions of this Article VIII with respect to any situation based on the facts known to it.

(j) All stock certificates for Shares shall be endorsed with the following legend, and each shareholder shall submit his or her certificate(s) to the Company to have the legend included:

The shares represented by this certificate are subject to transfer restrictions and are transferable only upon compliance with the terms and conditions of the Articles of Incorporation of the corporation, a copy of which is on file at the principal office of the corporation."

The foregoing amendments were approved by unanimous written consent of the Board of Directors and by a majority of the shareholders of the Corporation effective August 12, 2013. Notice of such action was timely provided to shareholders who did not join in providing consent and approval to this amendment. The only voting group entitled to vote on the adoption of the foregoing amendments consists of the holders of the Corporation's common stock. The number of votes cast by such voting group was sufficient for approval by that voting group.

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This amendment shall be effective upon filing with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned, President of the Corporation has executed these Articles of Amendment this 8/12 day of 2013.

CDCE, INC.

By: 

Name: Deborah Butler

Title: President

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