

P93000077236

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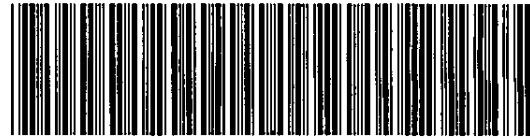
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

C. LEWIS  
JAN 23 2014  
EXAMINER



January 14, 2014

VIA FEDERAL EXPRESS

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Articles of Amendment

To Whom It May Concern,

Enclosed herewith please find Articles of Amendment for Torbert Farms, Inc. (Document Number P93000077236) and a check in the amount of thirty-five dollars (\$35.00) payable to the Florida Department of State.

If you have any questions or concerns please do not hesitate to contact us.

Sincerely,

A handwritten signature in black ink, appearing to read 'H. Shain', with a stylized flourish at the end.

Harris J. Shain, Esq.

APPROVED  
AND  
FILED

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SECRETARY & CLERK  
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
TORBERT FARMS, INC.**

P93000077236

Pursuant to the provisions of Florida Statute Section 607.1003, Torbert Farms, Inc., a corporation organized and existing under the Florida Business Corporation Act ("Act") of the State of Florida (the "Corporation"), in accordance with actions duly adopted by the shareholders of the Corporation (the "Shareholders") by unanimous written consent dated January 10, 2014, hereby adopts the following amendment to its Articles of Incorporation:

1. Article 7 of the Articles of Incorporation of the Corporation is hereby deleted in its entirety and is replaced as follows:

7. Board of Directors. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1) director.

2. This amendment was adopted by the Shareholders on the date first above written. The number of votes cast for the amendment by the Shareholders was sufficient for approval.

IN WITNESS WHEREOF, this Articles of Amendment has been executed on behalf of the Corporation as of this 10 day of January, 2014.

**TORBERT FARMS, INC.**

By: Thomas M. Torbert, Jr.  
Name: Thomas M. Torbert, Jr.  
Title: President

APPROVED  
AND  
FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**UNANIMOUS WRITTEN CONSENT  
BY THE  
SHAREHOLDERS  
OF  
TORBERT FARMS, INC.**

On this date, January 10, 2014, the undersigned, constituting the sole shareholder (the "Shareholder") of Torbert Farms, Inc., a corporation organized and existing under the laws of the State of Florida (the "Company"), hereby agree that the resolutions set forth below shall be deemed to have been adopted to the same extent and to have the same force and effect as though adopted at a formal meeting of the Shareholders duly called and held for the purpose of acting upon proposals to adopt such resolutions in accordance with the Florida Business Corporation Act (the "Act"). The undersigned hereby waives any notice requirement under the Act.

**WHEREAS**, the Articles of Incorporation of the Company, filed with the Florida Secretary of State on November 1, 1993 (the "Articles"), provides in Article 7 that the minimum number of directors (a "Director") to serve on the Company's Board of Directors be three (3) Directors; and

**WHEREAS**, the Shareholder desires to amend the Articles to lower the minimum number of required Directors from three (3) to one (1) Director.

**NOW, THEREFORE**, be it

**RESOLVED**, that the Shareholder hereby approves amending the Articles by deleting Article 7 in its entirety and replacing it as follows:

7. Board of Directors. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1) director.

; and it is

**FURTHER RESOLVED**, that Thomas M. Torbert, Jr., be, and hereby is, authorized and empowered to execute and deliver, on behalf of the Company, any and all documents required in connection with the above, including filing the Articles of Amendment with the Florida Secretary of State, and all such other agreements, undertakings, documents, instruments or certificates in the name, and on behalf of, the Company, as is deemed necessary or appropriate to effectuate or carry out fully the purpose and intent of the foregoing resolutions; and it is

**FURTHER RESOLVED**, that the above resolutions were duly and regularly enacted in accordance with the Articles of Incorporation of the Company; that the Shareholder has the full power and authority to bind the Company pursuant thereto; that the resolutions are in full force and effect and have not been altered, modified or rescinded; and it is

**FURTHER RESOLVED**, that any past acts of the Company's Board of Directors, including such times when it had less than three (3) Directors but which acts were approved by the vote of at least two (2) Directors, shall hereby be approved, ratified and confirmed in all respects as the act and deed of the Company; and be it

**FURTHER RESOLVED**, that in addition to and without limiting the foregoing, the officers of the Company be, and each of them hereby is, authorized to take, or cause to be taken, such further action, and to execute and deliver, or cause to be delivered, for and in the name and on behalf of the Company, all such instruments and documents as he may deem appropriate in order to effect the purpose and intent of the foregoing resolutions (as conclusively evidenced by the taking of such action or the execution and delivery of such instruments, as the case may be, by or under the direction of such officer) and all action heretofore taken by the officers and agents of the Company in connection with the subject of the foregoing recitals and resolutions be, and it hereby is, approved, ratified and confirmed in all respects as the act and deed of the Company.

This Unanimous Written Consent may be executed in one or more counterparts, each of which shall be deemed to be an original but all of which shall constitute one and the same instrument. Counterparts or counterpart signature pages containing facsimile transmitted signatures, or electronic copy in PDF format of a signature, shall be binding as if original signatures were delivered in person.

[END OF PAGE; SIGNATURES ON FOLLOWING PAGE]

APPROVED  
AND  
FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**IN WITNESS WHEREOF**, the sole Shareholder has executed the foregoing written consent as of the date first written above for the purposes of giving consent thereto.

**TORBERT FARMS, INC., a Florida  
corporation**

**SHAREHOLDER:**



\_\_\_\_\_  
Thomas M. Torbert, Jr.