

P96000013748

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(Address)

(City/State/Zip/Phone #)

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Amended

FILED
2009 JUN 23 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Seville Diner, INC.

DOCUMENT NUMBER: P96000013748

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

Please return all correspondence concerning this matter to the following:

Michael Ritz

(Name of Contact Person)

Seville Diner, INC.

(Firm/ Company)

1010 N. 12th Ave., Suite 201

(Address)

Pensacola, FL 32501

(City/ State and Zip Code)

For further information concerning this matter, please call:

Michael Ritz

(Name of Contact Person)

at (850) 433-6567

(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)

TWO CHECKS

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

Seville Diner, INC

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

P96000013748

(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:

New Registered Office Address:

(Florida street address)

(City)

Florida

(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

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TALLAHASSEE, FLORIDA

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)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

_____	_____	_____	<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)

_____ Amending Art IV to create a two class system for stock _____

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)

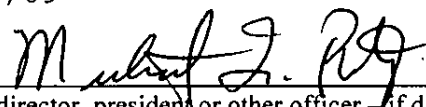
The date of each amendment(s) adoption: 10/07/2008

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 6/17/09

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)

Michael Ritz
(Typed or printed name of person signing)

Corp. Secretary
(Title of person signing)

**JOINT ACTION BY WRITTEN CONSENT
IN LIEU OF SPECIAL MEETING OF
THE BOARD OF DIRECTORS AND SHAREHOLDERS OF
SEVILLE DINER, INCORPORATED**

October 07, 2008

Pursuant to the authority of Sections 607.0821 and 607.0704 of the Florida Business Corporation Act, the undersigned, constituting all of the duly elected, qualified and acting members of the Board of Directors and a majority of the shareholders of Seville Diner, Incorporated, a Florida corporation (the "Corporation"), do hereby consent to and approve the adoption of the following recitals and resolutions without the holding of a special meeting and hereby waive any notice required to be given in connection therewith, such resolutions to have the same force and effect as if adopted by vote at a meeting of the Board of Directors and Shareholders which was duly called and held.

WHEREAS, the Board of Directors and shareholders have determined that it is in the best interests of the Corporation to amend the Corporation's Articles of Incorporation to provide for two (2) classes of common stock with one (1) class granting the holder thereof the right to put such stock upon the Corporation at a specified time and price (such stock being referred to as Class B Common Stock); and

WHEREAS, the Board of Directors and shareholders have determined that it is in the best interests of the Corporation to amend the Corporation's Articles of Incorporation to delete Article V in its entirety.

NOW, THEREFORE, BE IT RESOLVED, that the Articles of Incorporation of the Corporation be amended by changing Article IV thereof so that, as amended, said Article shall be and read as follows:

This corporation is authorized to issue one hundred thousand (100,000) shares of \$.10 par value common stock divided into two (2) classes, as follows:

- (a) Ninety Thousand (90,000) shares of Class A Common Stock, all having \$.10 par value;
- (b) Ten Thousand (10,000) shares of Class B Common Stock, all having \$.10 par value;

The holders of Class B Common Stock shall the right to require the corporation to redeem the Class B Common Stock owned by such holders as of December 31, 2013 (the "Put Option"). The redemption price for the Class B Common Stock will be equal to Twenty Five Dollars (\$25.00) per share plus interest thereon at a rate of six percent (6%) per annum from the date the Class B Common Stock was issued to the holder through the closing date for the redemption ("Put Price"). The holder of Class B Common Stock shall exercise the Put Option by delivering written notice ("Put Notice") to the corporation within ninety (90) days after December 31, 2013. If the holder of Class B Common stock timely delivers the Put Notice, the corporation and the holder of Class B Common Stock shall close on the redemption of the Class B Common Stock within sixty (60) days of the holder of the Class B Common Stock delivering such Put Notice, but in no event later than May 31, 2014. Closing on such redemption shall take place at the offices of the corporation at 10:00 a.m. on the date of closing. The corporation shall pay

the Put Price to the Purchaser by wire transfer, certified check or other immediately available funds. The redemption of the Class B Common Stock will not be registered under the Securities Act of 1933 in reliance by the corporation on one of the exemptions from such Act's registration requirements. The holders of the Class B Common Stock shall provide the corporation with such supporting representations as the corporation may request to assure compliance with such exemptions.

All other preferences, qualifications, limitations, restrictions and special or relative rights shall be the same for both the Class A Common Stock and Class B Common Stock.

RESOLVED FURTHER, that the Articles of Incorporation of the Corporation be amended by deleting Article V in its entirety; and

RESOLVED FURTHER, that the proper officers of the Corporation be, and they are hereby, further authorized and directed to execute the Articles of Amendment of Articles of Incorporation and any and all such other documents and instruments and perform such acts as may be deemed necessary or desirable in order to effectuate the aforesaid resolution; and

RESOLVED FURTHER, that the President of the Corporation is hereby authorized and empowered, on behalf of the Corporation and in its name, to take any and all action as the President may in his discretion deem necessary or appropriate to carry out the purposes of the foregoing resolutions; and be it

RESOLVED FURTHER, that the President of the Corporation be, and hereby is, authorized and empowered, on behalf of the Corporation and in its name, to execute any other applications, certificates, agreements, or any other instruments or documents or amendments or supplements thereto, or to do and to cause to be done any and all other acts and things as the President may in his discretion deem necessary or appropriate to carry out the purposes of the foregoing resolutions; and be it

RESOLVED FURTHER, that the Secretary of the Corporation is hereby authorized and directed to file these resolutions in the records of the Corporation; and be it


RESOLVED FURTHER, that this consent may be executed in one or more counterparts, by facsimile or otherwise, each of which will be deemed to be an original but all of which shall constitute one and the same consent.

[Remainder of page intentionally blank. Signature pages follow.]


IN WITNESS WHEREOF, each of the undersigned have hereunto signed their names and adopted the above resolutions as of the date set forth above.




Stephen Ritz



William Hanson



Howard Morgan

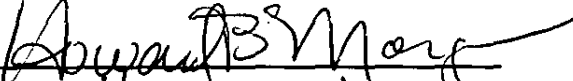



Reid Rushing


Being all of the Directors

IN WITNESS WHEREOF, the undersigned has hereunto signed their names and adopted the
above resolutions as of the date set forth above.

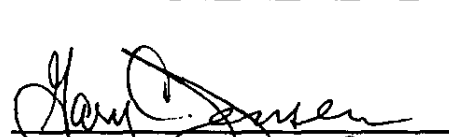
SHAREHOLDER:

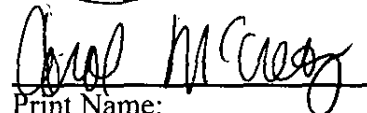

Print Name: Howard B Morgan

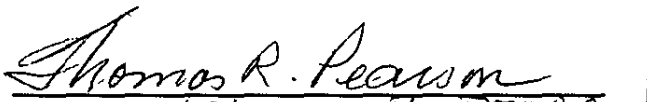

Print Name: Bill Hanson

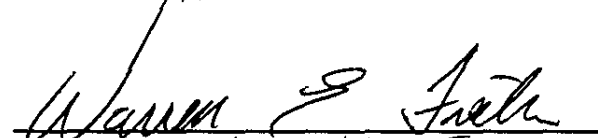

Print Name: TED Tushnet

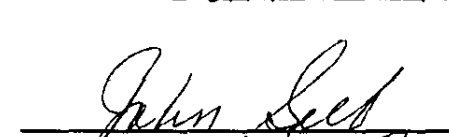

Print Name: STEPHEN F. RITZ


Print Name: GARY C. JENSEN


Print Name: Carol McCreary


Print Name: THOMAS R. PEARSON


Print Name: WARREN E. FISHER


Print Name: John Seel

IN WITNESS WHEREOF, the undersigned has hereunto signed their names and adopted the
above resolutions as of the date set forth above.

SHAREHOLDER:

Norm Solgard
Print Name: Norm Solgard

Emmett Childress
Print Name: EMMETT CHILDRESS

James E. Short
Print Name: JAMES E. SHORT

Hilton Hutto
Print Name: HILTON HUTTO

I am the holder of
Michael Hutto + Ramona Sandy

Betty J. Eubanks
Print Name: Betty J. Eubanks

Gary C. Jensen
Print Name: GARY C. JENSEN

David Fitzgerald
Print Name: DAVID FITZGERALD

Andrew J. McCreary
Print Name: ANDREW J. MCCREARY, TR.

Colin K. Youngblood
Print Name: COLIN K. YOUNGBLOOD

IN WITNESS WHEREOF, the undersigned has hereunto signed their names and adopted the
above resolutions as of the date set forth above.

SHAREHOLDER:

Print Name: _____

CORA Abel

Print Name: _____

Jerry Morgan
JERRY MORGAN

Print Name: _____

Cy D. Swendsen
Cy D. Swendsen

Print Name: _____

Gordon R Swendsen
Gordon R Swendsen

Print Name: _____

Russell Mayrand
RUSSELL MAYRAND

Print Name: _____

Clara C. Lien
CLARA C. LIEN

Print Name: _____

Print Name: _____

Print Name: _____