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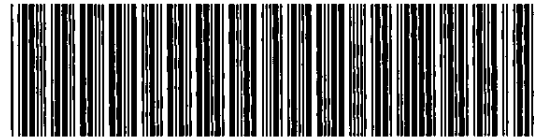
(Business Entity Name)

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SECTION 17.1  
DIVISION OF CORPORATE AFFAIRS  
12 OCT - 8 PM 1:06

Amend/CC  
(1a) 10/9/12

**Jeff Fuller & Associates, P.A.**  
Attorneys and Counselors at Law

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201 North Franklin Street • Tampa, Florida 33602  
Ph. (813) 443-0978 • Fax (813) 229-3415

October 3, 2012

Florida Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

Re: National Parcel Logistics, Inc.

Gentlemen:

I enclose for filing the following items pertaining to the corporation referenced above:

1. The original and one copy of the Articles of Amendment to Articles of Incorporation; and

2. This firm's check payable to you for the following charges:

Filing Fee	\$ 35.00
Certified copy	<u>8.75</u>
TOTAL	\$ 43.75

Please approve and file the original Articles of Amendment to Articles of Incorporation, certify the copy of them, and return the certified copy to me.

Very truly yours,

  
Jeffery M. Fuller

JMF/lb  
Enclosures  
cc: C. Manuchia  
lb\natl parcel\general\state.1

**SECOND ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
NATIONAL PARCEL LOGISTICS, INC.**

RECEIVED  
DIVISION OF CORPORATIONS  
12 OCT -8 PM 1:06

Pursuant to Section 607.1006 of the Florida Business Corporation Act, **NATIONAL PARCEL LOGISTICS, INC.**, adopts these Second Articles of Amendment to Articles of Incorporation.

**FIRST:** The name of the corporation is NATIONAL PARCEL LOGISTICS, INC.

**SECOND:** Article VII of the corporation's Articles of Incorporation is hereby deleted in its entirety and shall be replaced in its entirety by the following provision:

**ARTICLE VII**

The maximum number of shares of capital stock that the corporation is authorized to issue and have outstanding at any time is 8,039 shares of common stock having a par value of \$1.00 per share and divided into 7,500 shares of Class A common stock and 539 shares of Class B common stock. The corporation is not authorized to issue fractional shares of its common stock. The consideration to be paid for each share of common stock shall be fixed by the Board of Directors. Consideration for either class of common stock may consist of any tangible or intangible property or benefit to the corporation, including, but not limited to, cash, promissory notes, services performed, other securities of the corporation, or promises to perform services for the corporation that are evidenced by a written contract with a value, which in the judgment of the Board of Directors, is adequate. The corporation has the right to purchase or otherwise acquire shares of its own capital stock to the extent provided by law, its Bylaws, the Articles of Incorporation, or any agreement duly executed on behalf of the corporation.

The Class A common stock is voting stock and is entitled to (a) one vote per share on all corporate actions requiring shareholder approval and (b) participate in all distributions declared by the corpora-

tion's Board of Directors on an equal and pro rata basis with the Class B common stock, and otherwise shall have all the benefits, entitlements, and privileges of common stock under Florida law. The Class B common stock is non-voting stock and shall (a) not be entitled to vote on any corporate action requiring shareholder approval unless a vote of the Class B common stock is expressly required by Florida law for non-voting shares and (b) participate in all distributions declared by the corporation's Board of Directors on an equal and pro rata basis with the Class A common stock.

If Florida law expressly requires a vote of the Class B common stock on any corporate action, the Class A common stock and the Class B common stock together shall constitute a single separate voting group on the corporate action requiring shareholder approval under Florida law and a separate vote of the Class A common stock as a single separate voting group also is required on that matter requiring shareholder approval; otherwise, the Class A common stock shall constitute the only voting group entitled to vote on any corporate action requiring shareholder approval. The Class A common stock and Class B common stock are entitled to participate pro rata and equally in all distributions declared by the corporation's Board of Directors, and have the same preferences, limitations, and relative rights except as set forth in these Articles of Incorporation with respect to voting rights.

Preemptive Rights - The corporation shall provide written notice to each holder of the corporation's common stock before the issuance of any of the following: any shares of common or preferred stock, any options, rights, or warrants to acquire common stock or preferred stock, and any notes, debentures, or other debt securities that are convertible into common or preferred stock (generically referred to as the "New Shares"). Each holder of the corporation's common stock will have the first right (subject to adjustments to avoid the issue of fractional shares) to purchase any New Shares (whether or not currently authorized and including shares from the treasury of the corporation) in the ratio that the number of shares of common stock held by the shareholder at the time of the issue bears to the total number of shares of common stock outstanding. The holder waives

his right to purchase any of the New Shares unless he exercises that right and pays for the New Shares within thirty days of his receipt of the corporation's written notice. If a holder of the corporation's common stock does not exercise his right to purchase pursuant to this Article, the corporation shall provide written notice of that fact to the remaining holders of the corporation's common stock who will have ten days in which to purchase those shares in the same ratio as above. A holder of preferred stock shall not have, solely because of his holdings of preferred stock, a right to purchase New Shares pursuant to this Article. Any public offerings of the corporation's securities shall not give rise to any preemptive rights under this Article.

**THIRD:** The foregoing amendment to Article VII of the corporation's Articles of Incorporation was adopted and approved as of August 24, 2012, by written consent of all the shareholders and the directors of the corporation. The number of votes cast for the amendment by the shareholders and the directors was sufficient for the approval of the amendment; and

**FOURTH:** The foregoing amendment will become effective when these Second Articles of Amendment to Articles of Incorporation are filed with the Florida Department of State. When these Second Articles of Amendment to Articles of Incorporation become effective, each issued and outstanding share of the corporation's common stock, \$1.00 par value, will be reclassified into one fully paid and nonassessable share of the Class A common stock having a par value of \$1.00 per share. The Class B common stock will remain unissued until issued by the corporation.

**NATIONAL PARCEL LOGISTICS, INC.**

By 

Donald Manuchia

Chief Executive Officer