

*** ORIGINAL FAX ***

Need original submission date of 8/2/12

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-0821
Fax Number : (850) 558-1515

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
GROSSMAN ENTERPRISES, INC.**

Certificate of Status	1
Certified Copy	1
Page Count	09
Estimated Charge	\$52.50

Amend/CC
@ 8/10/12
CWS

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Grossman Enterprises, Inc.

DOCUMENT NUMBER: P96000035495

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

Please return all correspondence concerning this matter to the following:

Thomas F. Bennington, Jr.

Name of Contact Person

Lawrence, Kamin, Saunders & Uhlenhop, LLC

Firm/ Company

300 South Wacker Drive, Suite 500

Address

Chicago, Illinois 60606

City/ State and Zip Code

tbennington@lksu.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Thomas F. Bennington, Jr.

Name of Contact Person

at (312) 924-4261

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)

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

12 AUG -2 AM 9:36

Grossman Enterprises, Inc.

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

P96000035495

(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)

8707 Skokie Blvd. #202

Skokie, Illinois 60077

C. Enter new mailing address, if applicable:
(Mailing address MAY BE A POST OFFICE BOX)

8707 Skokie Blvd. #202

Skokie, Illinois 60077

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 _____

(Florida street address)

New Registered Office Address: _____, Florida _____
(City) (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

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)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

☒ Change PT John Doe

☒ Remove V Mike Jones

☒ Add SV Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	<u>P</u>	<u>Bernard Grossman</u>	<u>4274 W. Pratt Blvd.</u> <u>Lincolnwood, IL 60712</u>
2) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>PST D</u>	<u>Phillip Grossman</u>	<u>8707 Skokie Blvd. #202</u> <u>Skokie, Illinois 60077</u>
3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u> </u>	<u> </u>	<u> </u> <u> </u> <u> </u>
4) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u> </u>	<u> </u>	<u> </u> <u> </u> <u> </u>
5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u> </u>	<u> </u>	<u> </u> <u> </u> <u> </u>
6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u> </u>	<u> </u>	<u> </u> <u> </u> <u> </u>

E. If amending or adding additional Articles, enter change(s) here:*(attach additional sheets, if necessary). (Be specific)*

The following is added as Article XIV to the Articles of Incorporation:

(See attached sheets)

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)*

N/A

Attachment to Articles of Amendment

Grossman Enterprises, Inc.

Article XIV- Management Restrictions

Except for notification to the shareholders of the Corporation of all matters relating to the Corporation, the directors of the Corporation, shall not take any action relating to the Corporation without the prior or simultaneous written consent or prior or simultaneous written direction of the shareholders of the Corporation and shall cause the officers of the Corporation to not take any action relating to the Corporation without the prior or simultaneous written consent or prior or simultaneous written direction of the shareholders and director of the Corporation, including, but not limited to:

- (i) Enter into any contract, lease or agreement on behalf of the Corporation or which obligates the Corporation in any way;
- (ii) Amend, modify, terminate or enforce any contract, lease or agreement to which the Corporation is a party;
- (iii) Sell, assign or transfer any asset or contractual or other right or obligation of the Corporation;
- (iv) Borrow money on behalf of the Corporation from banks, other lending institutions or any other party or refinance any debts or obligations of the Corporation;
- (v) Hypothecate, pledge, encumber or grant any security interest in any of the assets of the Corporation to secure repayment of borrowed sums;
- (vi) Execute on behalf of the Corporation any document including but not limited to any notes and other negotiable instruments, mortgages or deeds of trust, security agreements, financing statements, documents providing for the acquisition, mortgage or disposition of the Corporation's property, deeds, assignments, bills of sale, leases, agreements or contracts;
- (vii) Enter into or settle any litigation, arbitration or other similar proceeding involving the Corporation;
- (viii) File any petition for bankruptcy or other proceeding relating to the relief from creditors;

(ix) Make any decision related to the tax status of the Corporation, take any actions involving tax issues or file any tax return or other tax filing with any governmental entity;

(x) File any document with any governmental entity relating to the Corporation;

(xi) Change the registered office, location or agent of the Corporation;

(xii) Withdraw or transfer funds from any bank or financial account of the Corporation or issue or draw checks upon any bank or financial account belonging to the Corporation;

(xiii) Open any bank or financial account on behalf of the Corporation;

(xiv) Change or modify the terms, name or function of any bank account or financial account or policy of the Corporation;

(xv) Invest any funds of the Corporation, other than the deposit of funds into the Corporation's bank accounts;

(xvi) Loan any funds or assets of the Corporation to any party;

(xvii) Apply for, amend, cancel or allow to be cancelled any insurance policy under which the Corporation or its assets is the owner, insured or beneficiary;

(xviii) Hire or terminate any employee or independent contractor of the Corporation, increase or decrease the wages or compensation of any employee or independent contractor of the Corporation, or change the terms of employment of any employee of the Corporation;

(xix) Increase, decrease, amend, modify or create any employee benefits offered to employees of the Corporation, including any qualified or non-qualified employee benefit or welfare plan;

(xx) Engage, hire or terminate any professional advisor of the Corporation, including but not limited to real estate brokers or sales agents, attorneys, accountants, appraisers, surveyors, engineers or architects;

(xxi) Fill any vacancy on the Board of Directors;

(xxii) Create any committee of the Board of Directors or appoint any members of a committee of the Board of Directors;

(xxiii) Appoint any officer of the Corporation;

(xxiv) Issue, redeem or purchase any shares, warrants, options or securities of the Corporation;

(xxv) Voluntarily dissolve the Corporation;

(xxvi) Adopt any agreement of merger, consolidation or any other business combination for the Corporation;

(xxvii) Make distributions to the shareholders of the Corporation;

(xxviii) Amend the Articles of Incorporation or Bylaws of the Corporation.

The directors, shall promptly take such actions, and shall cause the officers of the Corporation to promptly take such actions, as the shareholders of the Corporation shall direct or consent to in writing.

The directors of the Corporation, shall notify the shareholders of the Corporation of any matters relating to the Corporation which comes to the knowledge of a director. Such notification by the directors of the Corporation, shall be within the timeframe and methods as determined by the shareholders of the Corporation in writing from time to time.

Nothing in these Articles shall be construed as a waiver of a director's duties of care and loyalty as set forth in Sections 607.0830 and 607.0832 of the Florida Business Corporation Act ("Act").

Nothing in these Articles shall be construed to exculpate a director from liability that may be imposed under Section 607.0831 of the Act.

The date of each amendment(s) adoption: July 30, 2012

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):*

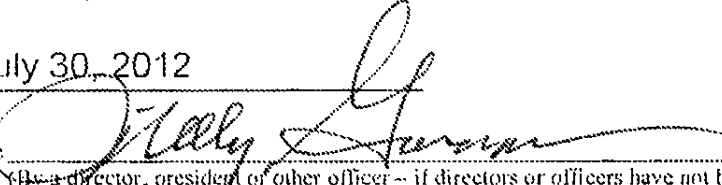
"The number of votes cast for the amendment(s) was/were sufficient for approval

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 July 30, 2012

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)

Phillip Grossman

(Typed or printed name of person signing)

President

(Title of person signing)