

P97000022112

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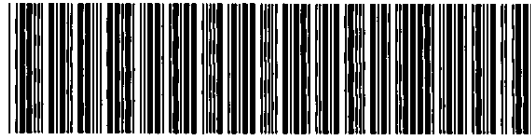
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TALLAHASSEE, FLORIDA

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Amend
C.COULLETTE

AUG 12 2010

EXAMINER

AUSLEY & McMULLEN

ATTORNEYS AND COUNSELORS AT LAW

123 SOUTH CALHOUN STREET
P.O. BOX 391 (ZIP 32302)
TALLAHASSEE, FLORIDA 32301
(850) 224-9115 FAX (850) 222-7560

August 12, 2010

Secretary of State's Office
Division of Corporations
2661 Executive Center Circle West
Tallahassee, Florida 32301

RE: Postco, Inc.
Document Number: P97000022112

Dear Sir or Madam:

Enclosed for filing is a Second Amendment to the Articles of Incorporation of Postco, Inc. (original and one copy). Enclosed is our check for \$43.74. Please call Chris Vause at 425-5446 when the certified copy is ready to be picked-up.

Thank you for your assistance.

Sincerely,



Chris Vause
Secretary to Robert A. Pierce

/cv
Enclosures

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SECOND AMENDMENT TO THE ARTICLES OF INCORPORATION
OF
POSTCO, INC.

Pursuant to the provisions of Section 607.1006, Florida Statutes, the Articles of Incorporation of POSTCO, INC. (the "Corporation"), filed with the Department of State on March 11, 1997, and assigned Charter Number 97000022112 (the "Original Articles"), as amended by that certain Amendment to the Articles of Incorporation of Postco, Inc. dated June 25, 1997, filed with the Department of State of December 29, 1997 (the "First Amendment"), are hereby amended pursuant to a written consent executed by the holder of all of the Corporation's issued and outstanding Common Stock and all of the Corporation's directors and the written consent of the holder of all of the Non-Cumulative, Non-Voting 5% Preferred Shares ("Preferred Stock") on the 11 day of August, 2010, as follows:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The second paragraph of Section C of Article 5, as set forth in the First Amendment, is hereby amended and restated in its entirety as follows:

"So long as any shares of the Preferred Stock shall remain outstanding, no dividends shall be paid or declared, or other distributions made, on any shares of the Common Stock or any other class of stock of the Corporation ranking junior to the Preferred Stock as to dividends or upon liquidation (other than dividends payable solely in shares of any class of stock of the corporation ranking junior to the Preferred Stock as to dividends and upon liquidation), nor shall any shares of the Common Stock or any other class of stock of the Corporation ranking junior to the Preferred Stock as to dividends or upon liquidation be purchased, redeemed, retired or otherwise acquired for a consideration, unless dividends on the outstanding shares of the Preferred Stock for the current Quarterly Period shall have been fully paid in cash, or declared and set apart of payment, or unless otherwise agreed to in writing by the holders of one hundred percent (100%) of the Preferred Stock."


2. Article 5 as set forth in the First Amendment, is hereby amended by adding the following special provision:

"G Notwithstanding anything to the contrary set forth in Florida Statutes Section 607.06401(3)(b), when making distributions, if agreed to in writing by the holders of one hundred percent (100%) of the Preferred Stock with respect to a specific distribution, the Corporation shall not be required to take into account the amount that would be needed, if the Corporation were to be dissolved at the time of the distribution, to satisfy the preferential rights upon dissolution of shareholders whose preferential rights are superior to those receiving the distribution. Accordingly, if agreed to in writing by the holders of one hundred percent (100%) of the Preferred Stock with respect to a specific distribution, the only limitation of Florida Statutes Section 607.06401(3)(b) as to such specific distribution of the Corporation shall be that such distribution may be made if, after giving it effect, the Corporation's total assets would be less than the sum of its total liabilities. Nothing set forth in this paragraph shall be deemed to amend

the rights of the holders of shares of the Preferred Stock as may be otherwise set forth in these Articles of Incorporation."

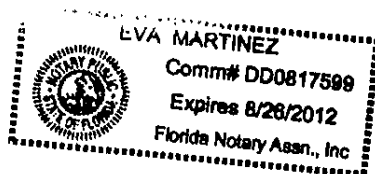
IN WITNESS WHEREOF, the undersigned have caused this Second Amendment to the Articles of Incorporation to be executed and delivered on the date first written above.

POSTCO, INC.,
a Florida corporation

By: 
Jeffrey S. Leslie
Its: Vice President

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 11th day of August, 2010, by Linda M. Post, as President and Secretary of Postco, Inc., a Florida corporation, on behalf of the corporation, (☒) who is personally known to me OR (☐) who produced _____ as identification.




Notary Signature

EVA MARTINEZ
Print Notary Name

NOTARY PUBLIC
State of Florida at Large

My Commission Expires: 8/26/2012