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DIVISION OF CORPORATIONS

**BASIC AMENDMENT
BURCAW & ASSOCIATES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AMENDMENT TO
ARTICLES OF INCORPORATION OF
BURCAW & ASSOCIATES, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 607, Florida Statutes, and its Articles of Incorporation, the undersigned corporation adopts the following Amendment to its Articles of Incorporation, as originally filed with the Secretary of State of the State of Florida on April 18, 1997.

I. The name of the Corporation is Burcaw & Associates, Inc.

II. The following amendments to the Articles of Incorporation were adopted by the corporation:

(a) Article V of the Articles of Incorporation of the corporation be amended in its entirety to read as follows:

"Article V - Capital Stock: The Corporation shall be authorized to issue up to 1,600,000 shares of common stock consisting of 1,110,000 shares of Class A Common Stock, no par value per share (the "Class A Common Stock"), and 490,000 shares of Class B Common Stock, no par value per share (the "Class B Common Stock")

(a) Voting Rights. The holders of shares of Class A Common Stock and shares of Class B Common Stock shall vote as a single class, and each holder of shares of Class A Common Stock and Class B Common Stock shall be equal to or entitled to cast one vote at every meeting of stockholders for each share of Class A Common Stock or Class B Common Stock so held.

(b) Dividends. After any Class B Common Stock shares are transferred to the Corporation's employee stock ownership plan (the "ESOP") and for as long as the shares so transferred remain Class B Common Stock shares, (a) each holder of shares of Class B Common Stock shall be entitled to receive before any dividend may be declared on the Class A Common Stock, when and as declared by the Board of Directors of the Corporation out of any funds legally available therefor cumulative dividends in cash at the rate of \$0.6122 per share per year payable each year on dividend payment dates to be determined by the Board of Directors from time to time; and (b) the total dividend, if any, declared on the Class B Common Stock for any year must be equal on a per share basis to the total dividend declared on the Class A Common Stock for that year. As of (i) the date upon which and (for as long as) the Class B Common Stock shares have been converted to Class A Common Stock shares and (ii) the ESOP no longer holds Class B Common Stock shares, Class A Common Stock shares shall participate in all dividend distributions by the Corporation with respect to its common shares.

(c) Convertibility. Class B Common Stock shares purchased by the ESOP shall automatically be converted, on a one-to-one share basis, into Class A Common Stock shares at

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such time as the loan(s) made to the ESOP to permit it to purchase the Class B common shares is/are paid in full.

(d) Liquidation. In the event of any liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, after payment or provision for payment of the debts and other liabilities and obligations of the Corporation, the Corporation shall first pay to each holder of one or more shares of the Class B Common Stock an amount equal to the then accrued but unpaid dividends on each such share of Class B Common Stock then held by such holder (the "Class B Liquidation Preference"). After payment in full of the Class B Liquidation Preference, any remaining assets of the Corporation available for distribution to its shareholders shall be distributed ratably to the holders of the Class A Common Stock and the Class B Common Stock.

III. The Amendment to the Articles of Incorporation was adopted pursuant to written consent in lieu of a meeting of the Board of Directors and Shareholders duly considered and executed.

IV. The above Amendment will be effective upon filing.

V. The above Amendment was adopted by the Shareholders and Board of Directors this 5th day of January, 2004, and the number of votes cast by the Shareholders was sufficient for approval.

BURCAW & ASSOCIATES, INC.

By: 
Laurie S. Burcaw, President

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