

PQ7000042145

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

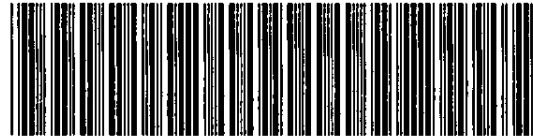
(Business Entity Name)

(Document Number)

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13 JAN 18 PM 1:16
VALLEJO DISTRICT CLERK
VALLEJO, CALIFORNIA

Paul Khan

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: SUNSHINE OVERSEAS, INC.

DOCUMENT NUMBER: P97000042145

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

Please return all correspondence concerning this matter to the following:

ANTONIO REGOJO

Name of Contact Person

REGOJO LAW, PA

Firm/ Company

11077 BISCAYNE BLVD #406

Address

MIAMI, FL 33161

City/ State and Zip Code

SAME AS CURRENTLY ON FILE

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

For further information concerning this matter, please call:

ANTONIO REGOJO

Name of Contact Person

at (305) 814-8299

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

SUNSHINE OVERSEAS, INC.

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

P97000042145

(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**)

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TALLAHASSEE, FLORIDA

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

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
6) <input type="checkbox"/> Change	_____	_____	_____
<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)

Please delete Article 8- Sub Chapter S Corporation, and all subsections thereto in their entirety. Article 8 should read "This Article has been intentionally deleted by vote of 100% of the Shareholders and approved by the Board of Directors."

* see attached:

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: January 7, 2013

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 January 7, 2013

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)

Javier G. Portillo

(Typed or printed name of person signing)

President

(Title of person signing)

**WRITTEN CONSENT OF THE DIRECTORS OF
SUNSHINE OVERSEAS, INC.**

The undersigned Directors of **SUNSHINE OVERSEAS, INC.**, a Florida corporation (the "Corporation"), hereby adopt the following resolutions in accordance with Section 607 of the Florida Statutes:

WHEREAS, Javier G. Portillo, the Corporation's president (the "President"), acquired a 60% ownership interest in the Corporation pursuant to a Purchase Agreement dated October 1, 2008; and

WHEREAS, it has recently come to the attention of the Corporation that following the acquisition of shares by the President, because of the President's residency status in the United States, the Corporation is no longer eligible to be taxed as a Subchapter S corporation; and

WHEREAS, due to such ownership structure of the Corporation in effect since October 1, 2008, the Corporation is required to be taxed as a Subchapter C corporation rather than a Subchapter S corporation; and

WHEREAS, the Directors believe that it is in the best interest of the Corporation to take such action as necessary to be taxed as a Subchapter C corporation, and amend and/or file all necessary paperwork associated therewith; and

WHEREAS, the Directors shall file an Amendment to the Articles of Incorporation with the State of Florida deleting Article 8 in its entirety, eliminating the requirement that the Corporation elect to be taxed as a Subchapter S corporation.

NOW, THEREFORE, IT IS:

RESOLVED, that the Corporation shall file an Amendment to the Articles of Incorporation with the Florida Secretary of State deleting **Article 8- Sub-Chapter S Corporation** in its entirety effective immediately, and replace such Article 8 with the following language: "*This Article has been intentionally deleted by vote of 100% of the Shareholders and approved by the Board of Directors*"; and it is

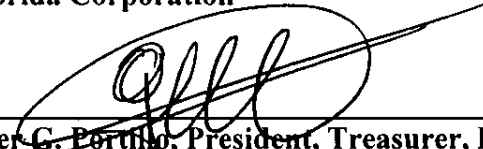
FURTHER RESOLVED, that Javier G. Portillo, in his capacity as President of the Corporation (the "President") be, and hereby is, authorized and directed to execute and file with the Florida Secretary of State the Articles of Amendment and any necessary documentation with the IRS to effect the conversion of the Corporation to a Subchapter C corporation from a Subchapter S corporation, and to pay all fees and expenses necessary in connection therewith; and it is


FURTHER RESOLVED, that the President take all steps to amend, correct and/or refile all requisite tax filings with the Internal Revenue Service and the Department of Revenue of the State of Florida dating back to October 1, 2008 to reflect the correct tax status of the Corporation and that of its Shareholders, based on the ownership structure of record as of such date; and it is

FURTHER RESOLVED, that the President be, and hereby is, authorized and directed to oversee the amendment of the Corporation, and to take all action as deemed necessary by the President, the IRS or the State of Florida to properly effectuate and record such election to a C corporation.

IN WITNESS WHEREOF, the undersigned Directors of Sunshine Overseas, Inc. have executed this consent as of the 7th day of January, 2013.

SUNSHINE OVERSEAS, INC.
a Florida Corporation

By: 
Javier C. Portillo, President, Treasurer, Director

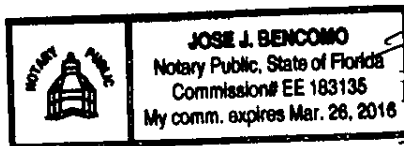
By: 
Maria E. Alvarado, Vice President, Secretary,
Director

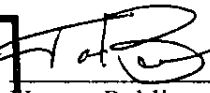
NOTARY ACKNOWLEDGMENT

STATE OF Florida }
COUNTY OF Miami-Dade

The foregoing Director Resolution was acknowledged before me this 7th day of January, 2013 by Javier Portillo & Maria Alvarado who has produced FL DL as identification.

SEAL




Notary Public
Jose Bencomo
Printed Notary Name

SUNSHINE OVERSEAS, INC.
RESOLUTION OF THE SHAREHOLDERS

The undersigned, being 100% of the Shareholders of **SUNSHINE OVERSEAS, INC.**, a Florida corporation (the "Company"), acting pursuant to the Florida Corporation Statutes Chapter 607, hereby adopt the following resolutions by Written Consent in lieu of Meeting.

WHEREAS, Javier G. Portillo ("Portillo") acquired a 60% ownership interest in the Company pursuant to a Purchase Agreement dated October 1, 2008; and

WHEREAS, it has recently come to the attention of the Shareholders that, as a result of such acquisition, due to Portillo's residency status in the United States, the Company no longer qualifies as a Subchapter S corporation; and

WHEREAS, due to such ownership structure of the Company in effect since October 1, 2008, the Company must be taxed as a Subchapter C corporation rather than a Subchapter S corporation; and

WHEREAS, the Shareholders believe that it is in the best interest of the Company to take such action as necessary to be taxed as a Subchapter C corporation, and amend and/or file all necessary paperwork associated therewith.

NOW, THEREFORE, IT IS:

RESOLVED, that the undersigned Shareholders have determined that due to the ownership structure of the Company dating back to October 1, 2008, it is required to be taxed as a Subchapter C corporation rather than a Subchapter S corporation; and it is

RESOLVED, that the Shareholders shall cause to be filed the Articles of Amendment to the Articles of Incorporation (the "Amendment") deleting **Article 8- Sub Chapter S Corporation** and all subsections therein in their entirety with the Florida Secretary of State effective immediately; and it is

RESOLVED, that Article 8 shall now read "*This Article has been intentionally deleted by vote of 100% of the Shareholders and approved by the Board of Directors*"; and it is

RESOLVED, that the President be and hereby is authorized to correct all tax filings of the Company with the IRS and the Department of Revenue of the State of Florida dating back to October 1, 2008 to reflect the correct ownership structure at such date as well as its classification as a C corporation.

RESOLVED, that the Company's Officers and Directors are authorized to execute any and all documents necessary to effectuate the Amendment to the Articles of Incorporation and the deletion of Article 8 therefrom, as well as the filing of any and all documents with the IRS and the State of Florida to accurately reflect such correction.

The undersigned shareholders, which also comprise the full Board of Directors, hereby effectively ratify all of the aforementioned resolutions.

These resolutions may be executed in counterpart. Each counterpart is to be read as an original document and all such counterparts are to be deemed as representing the same document.

A faxed transmission of this Consent signed by the persons named shall be sufficient to establish the

signatures of such persons and to constitute the consent in writing of such persons to the foregoing resolutions.

IN WITNESS WHERE OF, this executed consent is effective as of this 7th day of January, 2013.

SHAREHOLDER

By: [Signature]
Name: Javier G. Portillo
Title: President, Director and Shareholder
60% Owner of Sunshine Overseas, Inc.

SHAREHOLDER

By: [Signature]
Name: Maria E. Alvarado
Title: Shareholder, VP and Director
40% Owner of Sunshine Overseas, Inc.

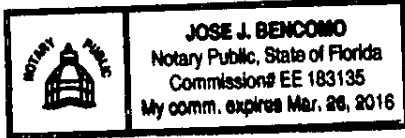
NOTARY ACKNOWLEDGMENT

STATE OF Florida }

COUNTY OF Miami-Dade

The foregoing Shareholder Resolution was acknowledged before me this 7th day of January, 2013 by Javier Portillo & Maria Alvarado who has produced FLDL as identification.

SEAL



[Signature]
Notary Public

Jose Bencomo
Printed Notary Name