

P97000056640

Requestor's Name

Western Funding Inc.

1776 Lake Worth Rd. #202
Lake Worth, FL 33460

City/State/Zip

Phone #

Office Use Only

FILED
97 AUG 28 AM 9:33
TALLAHASSEE FLORIDA
SECRETARY OF STATE

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
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(Corporation Name) (Document #)

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*****35.00 *****35.00

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

SEP 8 1997

Amend

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
WESTERN FUNDING, INC.**

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Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: A new Article X is added:

ARTICLE X: VOTING

When, with respect to any action to be taken by stockholders of this corporation, the laws of Florida require the affirmative vote of the holders of more than a majority of the outstanding shares entitled to vote thereon, or of any class or series, such action may be taken by the affirmative vote of the holders of a majority of the outstanding shares entitled to vote on such action.

SECOND: A new Article XI is added:

ARTICLE XI: TRANSACTIONS WITH DIRECTORS AND OTHER INTERESTED PARTIES

No contract or other transaction between the corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation and no act of the corporation shall in any way be effected or invalidated by the fact that any of the directors of the corporation or pecuniarily or otherwise interested in, or are directors or officers of, such other corporations. Any director of the corporation, individually, or any firm with which such director is affiliated may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the corporation, provided however, that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors of the corporation, or a majority thereof, at or before entering into such contract or transaction; and any director of the corporation who is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

THIRD: A new Article XII is added:

ARTICLE XII: LIMITATION OF DIRECTOR LIABILITY AND INDEMNIFICATION

No director of the corporation shall have liability to the corporation or to its stockholders or to other security holders for the monetary damages for breach of fiduciary duty as a director; provided, however, that such provision shall not eliminate or limit the liability of a director to the corporation or to its shareholders or other security holders for monetary damages for: 1) any breach of the director's duty of loyalty to the corporation or to its shareholders or other security holders; 2) acts or omissions of the director not in good faith or which involves intentional misconduct or knowing violation of the law by such director; 3) acts by such director as specified by Florida law; or 4) any transaction from which such director derived an improper personal benefit.

No officer or director shall be personally liable for any injury to personal property arising out of a tort committed by an employee of the corporation unless such officer or director was personally involved in the situation giving rise to the injury or unless such officer or director committed a criminal offense. The protection of Florida in the proceeding sentence shall not restrict other common law protections and rights that an officer or director may have.

The word "director" shall include at least the following, unless limited by Florida law: an individual who is or was a director of the corporation and an individual who, while a director of the corporation is or was serving at the corporation's request as a director, officer, partner, trustee, employee or agent of any other foreign or domestic corporation or of any partnership, joint venture, trust, other enterprise or employee benefit plan. A director shall be considered to be serving an employee benefit plan at the corporation's request if his duties to the corporation also include duties on or otherwise involve services by him to the plan or to participants in or beneficiaries of the plan. To the extent allowed by Florida law, the word "director" shall also include the heirs and personal representatives of all directors.

This corporation shall be empowered to indemnify its officers and directors to the fullest extent provided by law, including but not limited to, the provisions set forth in Florida law pertaining to corporations, or any successor provision.

FOURTH: Article VIII is amended to read as follows:

ARTICLE VIII: CAPITAL STOCK

1. The authorized capital stock of the corporation shall consist of 25,000,000 shares of common stock, \$0.0001 par value, and 1,000,000 of preferred

stock, \$0.0001 par value.

2. No shares of common stock shall have any preference or limitation in respect to any other shares of such common stock. All shares of common stock shall have equal rights and privileges.

3. Each outstanding share of common stock shall be entitled to one vote at shareholders' meetings, either in person or by proxy.

4. The designations, powers, rights, preferences, qualifications, restrictions and limitations of the preferred stock shall be established from time to time by the corporation's Board of Directors, in accordance with the Florida law.

5. Cumulative voting shall not be allowed in elections of directors for any purpose.

6. No holders of shares of capital stock of the corporation shall be entitled, as such, to preemptive or preferential rights to subscribe to any unissued stock or any other securities which the corporation may now or hereafter be authorized to issue. The Board of Directors of the corporation, however, in its discretion by resolution, may determine that any unissued securities of the corporation shall be offered for subscription solely to the holders of common stock of the corporation, or solely to the holders of any classes of such stock, which the corporation may now or hereafter be authorized to issue, in such proportions based on stock ownership as said board in its discretion may determine.

7. The Board of Directors may restrict the transfer of any of the corporation's stock issued by giving the corporation or any stockholder "first right of refusal to purchase" the stock, by making the stock redeemable, or by restricting the transfer of the stock under such terms and in such manner as the directors may deem necessary and as are not inconsistent with the laws of this state. Any stocks so restricted must carry a conspicuous legend noting the restriction and the place where such restriction may be found in the records of the corporation.

8. The judgment of the Board of Directors as to the adequacy of any consideration received or to be received for any shares, options, or any other securities which the corporation at any time may be authorized to issue or sell or otherwise dispose of shall be conclusive in the absence of fraud, subject to the provisions of these Articles of Incorporation and any applicable law.

FIFTH: Article VI is amended to read as follows:

ARTICLE VI: ~~INITIAL~~ OFFICERS


The names of the ~~initial~~ officers are as follows: Davison Obenauer (President), Chris Gibson (Vice President) and Leandro J. Obenauer (Treasurer and Secretary).

SIXTH: The date of each amendment's adoption was August 20, 1997.

SEVENTH: Adoption of Amendments:

The amendments were adopted by the Board of Directors without shareholder action and shareholder action was not required.

Signed this 25th day of August, 1997.


Davison Obenauer, Director/President

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

BEFORE ME, the undersigned authority, personally appeared Davison Obenauer, who is personally known to me, and who was sworn and said that he signed the above Articles of Amendment.

SWORN TO AND SUBSCRIBED before me this 25 day of August, 1997.



NATALIE C. HERRICK
MY COMMISSION # CC438217 EXPIRES
February 12, 1999
BONDED THRU TROY FAIN INSURANCE, INC.


Notary Public, State of Florida at Large

NATALIE C. HERRICK
Printed Name

My Commission Expires: 2/12/99