

P98000007872

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☒ WAIT

☐ MAIL

(Business Entity Name)

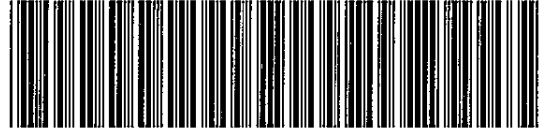
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TALLAHASSEE, FLORIDA

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DEC 23 PM 2:20  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

*12/23/04*

Noreen Fenner  
Requester's Name  
200 W. College, Ste 311B  
Address  
TLH, FL 32301 212-0226  
City/State/Zip Phone #

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

1. Woerner Holdings, Inc. P98000007872  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in

☐ Pick up time \_\_\_\_\_

☒ Certified Copy

☐ Mail out

☒ Will wait

☐ Photocopy

☒ Certificate of Status

**NEW FILINGS**

- ☒ Profit  
☐ Not for Profit  
☐ Limited Liability  
☐ Domestication  
☐ Other

**AMENDMENTS**

- ☒ Amendment  
☐ Resignation of R.A., Officer/Director  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☐ Merger

**OTHER FILINGS**

- ☐ Annual Report  
☐ Fictitious Name

**REGISTRATION/QUALIFICATION**

- ☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Trademark  
☐ Other

Examiner's Initials

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
WOERNER HOLDINGS, INC.**

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04 DEC 23 PM 2:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the authority of §607.1003 and §607.1006 of the Florida Business Corporation Act, the undersigned corporation, **WOERNER HOLDINGS, INC.** (the "Corporation"), hereby adopts and files the following Articles of Amendment to its Articles of Incorporation:

- (1) **ARTICLE FIRST:** The name of the Corporation is "Woerner Holdings, Inc."
- (2) **ARTICLE SECOND:** Article IV of the existing Articles of Incorporation of the Corporation is hereby deleted in its entirety, and is hereby replaced and superseded by the following replacement Article IV:

**ARTICLE IV. CAPITAL STOCK**

The maximum number of shares of capital stock which the corporation is authorized to issue and to have outstanding is One Hundred (100) shares, of which one (1) share shall be designated a Voting Common Share and ninety-nine (99) shares shall be designated Non-Voting Common Shares, each such Voting Common Share and Non-Voting Common Share to have a par value of one cent (\$0.01) per share. It is the specific intention of this Article IV that, to the extent legally permissible: (i) all shareholder voting rights of the Corporation be concentrated in the single authorized Voting Common Share; and, (ii) the Non-Voting Common Shares shall have no voting rights. In all other respects, to the extent permitted by law, all issued shares of the capital stock of the corporation shall have equivalent rights. Immediately upon the filing of these Articles of Amendment to the Articles of Incorporation of the corporation with the Department of State of Florida, the fifty (50) aggregate currently issued and outstanding Common Shares of the corporation shall be automatically, and without further action of the corporation or any shareholder thereof, split (*i.e.*, divided) and converted into an aggregate of one (1) Voting Common Share and ninety-nine (99) Non-Voting Common Shares of the corporation. While the sole shareholder of the corporation shall surrender its existing certificate for new certificates reflecting the conversion of shares described herein, no such surrender of such certificate shall be required to effectuate the same.

- (3) **ARTICLE THIRD:** The foregoing amendment to the Articles of Incorporation of the Corporation was adopted by written consent of the sole shareholder of the Corporation and of the sole director of the Corporation as of and effective the 22<sup>nd</sup> day of December, 2004. The number of votes

cast for the foregoing amendment by such shareholder of the Corporation was sufficient for approval of such amendment.

**IN WITNESS WHEREOF**, these Articles of Amendment have been executed by the undersigned as of the 22<sup>nd</sup> day of December, 2004.

**WOERNER HOLDINGS, INC.**

By: 

**LESTER J. WOERNER, President**