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86309.016

February 18, 2013

Via FedEx

Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

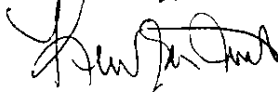
Re: Superior Residences, Inc.
Document No. P98000019946

Dear Sir/Madam:

Enclosed herewith please find Articles of Amendment for filing on behalf of Superior Residences, Inc. Please issue a certified copy of the filed Articles of Amendment and return it to me via FedEx using the enclosed return FedEx envelope. Our firm's check in the total amount of \$43.75, *which includes the certified copy fee of \$8.75*, is also enclosed.

If you have any questions, please do not hesitate to call me at (757) 628-5596. Thank you.

Sincerely,



Kerri S. Nesbit
Paralegal

/ksn
Enclosures

I-1152171.1

Reply to Virginia Beach Office

440 MONTICELLO AVENUE SUITE 2200 NORFOLK, VA 23510 757.628.5500 FACSIMILE 757.628.5566
222 CENTRAL PARK AVENUE SUITE 1500 VIRGINIA BEACH, VIRGINIA 23462 757.628.5600 FACSIMILE 757.628.5659

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ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
SUPERIOR RESIDENCES, INC.
(Document No. P98000019946)

13 FEB 19 7 13 PM '96

Pursuant to the provisions of Section 607.1006, Florida Statutes, **SUPERIOR RESIDENCES, INC.**, a corporation organized and existing under and by virtue of the laws of the State of Florida (the "Corporation"), does hereby certify as follows:

1. Name. The name of the Corporation is **Superior Residences, Inc.**
2. Amendment Adopted. The Articles of Incorporation of the Corporation are hereby amended to replace Paragraph 1 of Article V with the following substituted language:

1. Number of Shares. The total number of shares of capital stock which the Corporation shall have authority to issue is 12,000,000 shares, consisting of (i) 10,000,000 shares of common stock with a par value of one tenth of one cent (\$0.001) per share ("Common Stock") and (ii) 2,000,000 shares of preferred stock with a par value of one tenth of one cent (\$0.001) per share ("Preferred Stock"). The Board of Directors is expressly authorized, at any time and from time to time, to fix, by resolution or resolutions, the following provisions for shares of any class or classes of Preferred Stock or any series of any class of Preferred Stock subject to the terms contained in any prior designation of a series of Preferred Stock of the Corporation:

3. Amendment Adopted. The Articles of Incorporation of the Corporation are hereby amended to add a new Article XIII.

ARTICLE XIII
RESTRICTIONS OF OWNERSHIP AND TRANSFER;
DESIGNATION OF EXCESS SHARES

1. Definitions. For the purposes of this Article XIII, the following terms shall have the following meanings:

"Adoption Date" means the date upon which the Corporation filed the Articles of Amendment to the Articles of Incorporation of the Corporation adding this Article XIII with the Secretary of State of the State of Florida.

"Beneficial Ownership" means ownership of Shares by a Person who (i) would be treated as an owner of such Shares either directly or constructively through the application of Section 544 of the Code, as modified by Section 856(h) of the Code or (ii) would be treated as an owner of such Shares either directly or constructively through the application of Section 318(a) of the Code, as modified by Section 856(d)(5) of the Code. The terms "Beneficial Owner," "Beneficially Own," "Beneficially Owns" and "Beneficially Owned" shall have the correlative meanings.

"Beneficiary" means an organization or organizations described in Sections 170(b)(1)(A) and 170(c) of the Code and identified by the Board of Directors as the beneficiary or beneficiaries of the Trust.

"Code" means the Internal Revenue Code of 1986, as amended from time to time.

"Common Shares" means the outstanding shares of Common Stock of the Corporation as may be authorized and issued from time to time pursuant to Article V.

"Constructive Ownership" means ownership of Shares by a Person, whether the interest in such Shares is held directly or indirectly (including by a nominee), and shall include interests that would be treated as owned through the application of Section 318(a) of the Code, as modified by Section 856(d)(5) of the Code. The terms "Constructive Owner," "Constructively Owns," and "Constructively Owned" shall have the correlative meanings.

"Excess Common Shares" means the Common Shares that are designated as Excess Shares.

"Excess Preferred Shares" means the Preferred Shares that are designated as Excess Shares.

"Excess Shares" means Shares resulting from an event described in Paragraph 3 of this Article XIII.

"Existing Holder" means any Person who is the Beneficial Owner of Shares in excess of the Ownership Limit on the Adoption Date, so long as, but only so long as, such Person Beneficially Owns Shares in excess of the Ownership Limit.

"Existing Holder Limit" for any Existing Holder means, (i) initially, the greater of (A) the Ownership Limit or (B) the percentage of the Shares, on a Fully Converted Basis, Beneficially Owned by such Existing Holder on the Adoption Date, and (ii) after any adjustment pursuant to Paragraph 9 of this Article XIII, the percentage of the Shares so adjusted.

"Fair Value" means the price of the Shares of the relevant class on the relevant date at which a willing seller would sell, and a willing buyer would purchase, such Shares as determined in good faith by the Board of Directors.

"Fully Converted Basis" means the number of Common Shares that would be issued to a holder of Preferred Shares, of a class or series which is convertible to Common Shares, on conversion.

"Limit Formula" means fifty percent minus (i) the sum of the Common Shares, on a Fully Converted Basis, expressed as a percentage, owned by the three largest existing Shareholders, divided by (ii) two, minus (iii) one-half of one percent (.5%).

"Ownership Limit" means, with respect to the Shares held by any Person other than an Existing Holder, the Beneficial Ownership, in number or value, of the Shares, on a Fully Converted Basis, in an amount determined from time to time by the Board of Directors pursuant to (i) the Limit Formula or (ii) such other amount determined by the Board to be in the best interest of the Corporation. The initial Ownership Limit shall equal seven percent (7%). The value of any outstanding Common Shares or shares of any class or series of Preferred Shares of the Corporation shall be determined by the Board of Directors of the Corporation in good faith which determination shall be conclusive for all purposes hereof.

"Person" means an individual, corporation, partnership, limited liability company, estate, trust (including a trust qualified under Section 401(a) or 501(c)(17) of the Code), a portion of a trust permanently set aside for or to be used exclusively for the purposes described in Section 642(c) of the Code, association, private foundation within the meaning of Section 509(a) of the Code, joint Shares company or other entity or any government or agency or political subdivision thereof and also includes a group as that term is used for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended.

"Preferred Shares" means the outstanding shares of Preferred Stock of the Corporation as may be authorized and issued from time to time pursuant to Article V.

"Purported Beneficial Transferee" means, with respect to any purported Transfer which results in Excess Shares, the purported beneficial transferee for whom the Purported Record Transferee would have acquired Shares, if such Transfer had been valid under Paragraph 2 of this Article XIII.

"Purported Record Transferee" means, with respect to any purported Transfer which results in Excess Shares, the record holder of the Shares, if such Transfer had been valid under Paragraph 2 of this Article XIII.

"REIT" means a real estate investment trust within the meaning of Section 856 of the Code.

"REIT Election Date" means January 1, 2013 or such other date on which the Corporation elects to be taxed as a REIT under the Code.

"Shares" means the Common and Preferred Shares.

"Tenant" means any Person that leases (or subleases) real property from the Corporation.

"Transfer" means any sale, transfer, gift, assignment, devise or other disposition of Shares (including (a) the granting of any option or entering into any agreement for the sale, transfer or other disposition of Shares or (b) the sale, transfer, assignment or other disposition of any securities or rights convertible into or exchangeable for Shares), whether voluntary or involuntary, whether of record or beneficially and whether by operation of law or otherwise.

"Trust" means the trust created pursuant to Paragraph 14(a) of this Article XIII.

"Trustee" means a Person, who shall be unaffiliated with the Corporation, any Purported Beneficial Transferee and any Purported Record Transferee, identified by the Board of Directors as the trustee of the Trust.

2. Restrictions on Ownership and Transfer. Except as provided in Paragraph 12 of this Article XIII, after the Adoption Date:

(a) no Person (other than an Existing Holder) shall Beneficially Own Shares in excess of the Ownership Limit and no Existing Holder shall Beneficially Own Shares in excess of the Existing Holder Limit for such Existing Holder.

(b) any Transfer that, if effective, would result in (i) any Person (other than an Existing Holder) Beneficially Owning Shares in excess of the Ownership Limit, (ii) any Existing Holder Beneficially Owning Shares in excess of the applicable Existing Holder Limit, (iii) Shares being Beneficially Owned by less than 100 Persons (determined

without referring to any rules of attribution) or (iv) the Corporation being "closely held" within the meaning of Section 856(h) of the Code, shall be void ab initio as to the Transfer of such Shares and the intended transferee shall acquire no rights to such Shares.

(c) After the Adoption Date, no Person shall Constructively Own any Shares to the extent that such Constructive Ownership would cause any income of the Corporation that would otherwise qualify as "rents from real property" for purposes of Section 856(d) of the Code to fail to qualify as such, and any Transfer that, if effective, would cause any income of the Corporation that would otherwise qualify as "rents from real property" for purposes of Section 856(d) of the Code to fail to qualify as such shall be void ab initio and the intended transferee shall acquire no rights in such Shares.

3. Designation of Excess Shares.

(a) If, notwithstanding the other provisions contained in this Article XIII, at any time after the Adoption Date, there is a purported Transfer or other event which violates the restrictions set forth in Paragraph 2 of this Article XIII, then the smallest number of Shares (rounded up to the nearest whole Share) which caused the purported Transfer or other event to violate the restrictions shall be automatically designated as Excess Shares.

(b) In addition, if a Person (the "nonreporting Person") does not provide all of the information required by Paragraph 6 of this Article XIII and, as a result, the Corporation, but for the provisions of this paragraph, would not qualify as a REIT, then Shares Beneficially Owned by such Person shall be automatically designated as Excess Shares to the extent necessary to prevent the Corporation from failing to qualify as a REIT.

(c) Any designation of Shares as Excess Shares shall be effective as of the close of business on the business day before the date of such purported Transfer or other event giving rise to such designation.

4. Remedies for Breach. If the Board of Directors or its designees shall at any time determine in good faith that a Transfer has taken place in violation of Paragraph 2 of this Article XIII or that a Person intends to acquire or has attempted to acquire Beneficial Ownership of any Shares in violation of Paragraph 2 of this Article XIII, then the Board of Directors shall take such actions as it deems advisable to refuse to give effect or to prevent such Transfer (or any Transfer related to such intent), including, but not limited to, refusing to give effect to such Transfer on the books of the Corporation or instituting proceedings to enjoin such Transfer; provided, however, that any Transfers or attempted Transfers which violate the Ownership Limit or Existing Holder Limit shall automatically result in the designation of Excess Shares described in Paragraph 3 of this Article XIII, irrespective of any action (or non-action) by the Board of Directors.

5. Notice of Ownership or Attempted Ownership in Violation of Paragraph 2. Any Person who acquires or attempts to acquire Beneficial Ownership of Shares in violation of Paragraph 2 shall immediately give written notice to the Corporation of such event and shall provide to the Corporation such other information as the Corporation may request in order to determine the effect, if any, of such acquisition or attempted acquisition on the Corporation's status (or, if before the REIT Election Date, expected status) as a REIT.

6. Owners Required to Provide Information. From the Adoption Date and before the Ownership Limitation Termination Date:

(a) every Beneficial Owner of more than 5.0% (or such other lower percentages as required pursuant to regulations under the Code) of the outstanding number or value of

the Shares shall, within 30 days after January 1 of each year, give written notice to the Corporation stating the name and address of such Beneficial Owner, the number of Shares Beneficially Owned, and a description of how such Shares are held. Each such Beneficial Owner shall provide to the Corporation such additional information as the Corporation may request in order to determine the effect, if any, of such Beneficial Ownership on the Corporation's status (or, if before the REIT Election Date, expected status) as a REIT.

(b) each Person who is a Beneficial Owner of Shares and each Person (including the shareholder of record) who is holding Shares for a Beneficial Owner shall provide to the Corporation such information as the Corporation may request, in good faith, in order to determine the Corporation's status (or, if before the REIT Election Date, expected status) as a REIT or to comply with regulations promulgated under the REIT provisions of the Code.

7. Remedies Not Limited. Except as provided in Paragraph 14 of this Article XIII, nothing contained in this Article XIII shall limit the authority of the Board of Directors to take such other action as it deems necessary or advisable to protect the Corporation and the interests of its Shareholders by preservation of the Corporation's status (or, if before the REIT Election Date, expected status) as a REIT.

8. Ambiguity. In the case of an ambiguity in the application of any of the provisions of this Article XIII, including any definition contained in Paragraph 1 of this Article XIII and any ambiguity with respect to which Shares are to be designated as Excess Shares in a given situation, the Board of Directors shall have the power to determine the application of the provisions of this Article XIII with respect to any situation based on the facts known to it.

9. Modification of Existing Holder Limit. The Existing Holder Limit for any Existing Holder will be reduced after any transfer permitted in this Article XIII or any other event that reduces the percentage of the outstanding Shares Beneficially Owned by any Existing Holder of this Article XIII by such Existing Holder to a Person other than an Existing Holder by the amount of Shares Transferred; but in no event shall such Existing Holder Limit be reduced to less than the Ownership Limit.

10. Modification of Ownership Limit. Subject to the limitations provided in Paragraph 11 of this Article XIII, the Board of Directors may from time to time increase or decrease the Ownership Limit.

11. Limitations on Modifications.

(a) Neither the Ownership Limit nor any Existing Holder Limit may be increased (nor may any additional Existing Holder Limit be created) if, after giving effect to such increase (or creation), five Beneficial Owners of Shares (including all of the then-existing Existing Holders) could Beneficially Own, in the aggregate, more than 49.9% of the outstanding Shares.

(b) Prior to the modification of any Existing Holder Limit or Ownership Limit pursuant to Paragraph 9 or Paragraph 10 of this Article XIII, the Board of Directors may require such opinions of counsel, affidavits, undertakings or agreements as it may deem necessary or advisable in order to determine or ensure the Corporation's status (or, if before the REIT Election Date, expected status) as a REIT.

(c) The Ownership Limit may not be increased to a percentage which is greater than 9.9%.

12. Exceptions. The Board of Directors, with a ruling from the Internal Revenue Service or an opinion of counsel that such exemption will not cause the Corporation to fail to qualify as a REIT or such other evidence or documents as the Board of Directors deems appropriate, may exempt a Person from the Ownership Limit or an Existing Holder Limit, as the case may be, if the Board of Directors obtains such representations and undertakings from such Persons as the Board of Directors determines are reasonably necessary, and such Person agrees that any violation or attempted violation of such representations or undertakings will result in, to the extent necessary, the designation of Shares held by such Person as Excess Shares in accordance with Paragraph 3 of this Article XIII.

13. Legend.

(a) Each certificate for Common Shares shall bear the following legend:

"The Common Shares represented by this certificate are subject to restrictions on ownership and transfer for the purpose of the Corporation's maintenance of its status (or, if before the REIT Election Date, expected status) as a real estate investment trust under the Internal Revenue Code of 1986, as amended (the "Code"). No Person, other than a Person who is an Existing Shareholder before December 1, 2012, may Beneficially Own, in the aggregate, Preferred and Common Shares in excess of the number, determined from time to time by the Board of Directors, of (i) the outstanding number of Shares, as if all convertible Preferred Shares had been converted to Common Shares, or (ii) the value of all outstanding Shares, unless such Person is an Existing Holder. Any Person who attempts to Beneficially Own Shares in excess of the above limitation must immediately notify the Corporation. All capitalized terms used in this legend have the meanings set forth in the Articles of Incorporation of the Corporation, a copy of which, including the restrictions on ownership and transfer, will be sent without charge to each Shareholder who so requests. If the restrictions on ownership and transfer are violated, some portion of the Common Shares represented hereby will be automatically designated as Excess Shares which will be held in trust by the Trustee for the benefit of the Beneficiary."

Instead of the foregoing legend, the certificate may state that the Corporation will furnish a full statement about certain restrictions on transferability to a Shareholder on request and without charge.

(b) Each certificate for Preferred Shares shall bear the following legend:

"The Preferred Shares represented by this certificate are subject to restrictions on ownership and transfer for the purpose of the Corporation's maintenance of its status (or, if before the REIT Election Date, expected status) as a real estate investment trust under the Internal Revenue Code of 1986, as amended (the "Code"). No Person, other than a Person who is an Existing Shareholder before December 1, 2012, may Beneficially Own, in the aggregate, in the aggregate, Preferred and Common Shares in excess of the number, determined from time to time by the Board of Directors, of (i) the outstanding number of Shares, as if all convertible Preferred Shares had been converted to Common Shares, or (ii) the value of all outstanding Shares, unless such Person is an Existing Holder.

Any Person who attempts to Beneficially Own Shares in excess of the above limitation must immediately notify the Corporation. All capitalized terms used in this legend have the meanings set forth in the Articles of Incorporation of the Corporation, a copy of which, including the restrictions on ownership and transfer, will be sent without charge to each Shareholder who so requests. If the restrictions on ownership and transfer are violated, some portion of the Preferred Shares represented hereby will be automatically designated as Excess Shares which will be held in trust by the Trustee for the benefit of the Beneficiary."

Instead of the foregoing legend, the certificate may state that the Corporation will furnish a full statement about certain restrictions on transferability to a Shareholder on request and without charge.

14. Excess Shares.

(a) *Ownership in Trust.* Upon any purported Transfer or other event that results in the designation of Shares as Excess Shares, such Excess Shares shall be deemed to have been transferred to the Trustee, as trustee of the Trust for the exclusive benefit of the Beneficiary. The Trust shall name a Beneficiary if one does not already exist, within five days of the discovery of any designation of any Excess Shares; provided, however, that the failure to so name a Beneficiary shall not affect the designation of Shares as Excess Shares or the transfer thereof to the Trustee. Excess Shares so held in trust shall be issued and outstanding Shares of the Corporation. The Purported Record Transferee shall have no rights in such Excess Shares except as provided in Paragraph 14(e) of this Article XIII.

(b) *Dividend Rights.* Any dividends (whether taxable as a dividend, return of capital or otherwise) on Excess Shares shall be paid to the Trust for the benefit of the Beneficiary. Upon liquidation, dissolution or winding up, the Purported Record Transferee shall receive, for each Excess Share, the lesser of (a) the amount per share of any distribution made upon liquidation, dissolution or winding up or (b) the price paid by the Purported Record Transferee for the Excess Shares, or if the Purported Record Transferee did not give value for the Excess Shares, the Fair Value of the Excess Shares on the day of the event causing the Excess Shares to be held in trust. Any such dividend paid or distribution paid to the Purported Record Transferee in excess of the amount provided in the preceding sentence before the discovery by the Trust that the Shares with respect to which the dividend or distribution was made had been designated as Excess Shares shall be repaid, upon demand, to the Trust for the benefit of the Beneficiary.

(c) *Rights upon Liquidation.* In the event of any voluntary or involuntary liquidation, dissolution or winding up of, or any distribution of the assets of, the Corporation, (a) subject to the preferential rights of the Preferred Shares, if any, as may be determined by the Board of Directors of the Corporation and the preferential rights of the Excess Preferred Shares, if any, each holder of Excess Common Shares shall be entitled to receive, ratably with each other holder of Common Shares and Excess Common Shares, that portion of the assets of the Corporation available for distribution to the holders of Common Shares or Excess Common Shares which bears the same relation to the total amount of such assets of the Corporation as the number of Excess Common Shares held by such holder bears to the total number of Common Shares and Excess Common Shares then outstanding, and (b) each holder of Excess Preferred Shares shall be entitled to receive that portion of the assets of the Corporation which a holder of the

Preferred Shares that were exchanged for such Excess Preferred Shares would have been entitled to receive had such Preferred Shares remained outstanding. The Corporation, as holder of the Excess Shares in trust shall distribute ratably to the Beneficiaries of the Trust, when determined, any such assets received in respect of the Excess Shares in any liquidation, dissolution or winding up of, or any distribution of the assets of the Corporation.

(d) *Voting Rights.* The Trustee shall be entitled to vote the Excess Shares on behalf of the Beneficiary on any matter. Subject to Florida law, any vote cast by a Purported Record Transferee with respect to the Excess Shares before the discovery by the Corporation that the Excess Shares were held in trust will be rescinded ab initio; provided, however, that if the Corporation has already taken irreversible action with respect to a merger, reorganization, sale of all or substantially all of the assets, dissolution of the Corporation or other action by the Corporation, then the vote cast by the Purported Record Transferee shall not be rescinded. The owner of the Excess Shares will be deemed to have given an irrevocable proxy to the Trustee to vote the Excess Shares for the benefit of the Beneficiary.

Notwithstanding the provisions of this Article XIII, until the Corporation has received notification that Excess Shares have been transferred to a Trust, the Corporation shall be entitled to rely on its share transfer and other Shareholder records for purposes of preparing lists of Shareholders entitled to vote at meetings, determining the validity and authority of proxies and otherwise conducting votes of Shareholders.

(e) *Restrictions on Transfer.* Excess Shares shall be transferable only as provided in this Paragraph 14 of this Article XIII. At the direction of the Board of Directors, the Trustee shall transfer the Shares held in the Trust to a Person or Persons whose ownership of such Shares will not violate the Ownership Limit. If such a transfer is made to such a Person or Persons, the interest of the Beneficiary shall terminate and the proceeds of the sale shall be payable to the Purported Record Transferee and to the Beneficiary. The Purported Record Transferee shall receive the lesser of (a) the price paid by the Purported Record Transferee for the Shares or, if the Purported Record Transferee did not give value for the Shares, the Fair Value of the Shares on the day of the event causing the Shares to be held in trust, or (b) the price received by the Trust from the sale or other disposition of the Shares. Any proceeds in excess of the amount payable to the Purported Record Transferee will be paid to the Beneficiary. The Trustee shall be under no obligation to obtain the highest possible price for the Excess Shares. Before any transfer of any Excess Shares by the Trustee, the Corporation must have waived in writing its purchase rights under Paragraph 14(f) of this Article XIII. It is expressly understood that the Purported Record Transferee may enforce the provisions of this Paragraph against the Beneficiary.

If any of the foregoing restrictions on transfer of Excess Shares is determined to be void, invalid or unenforceable by any court of competent jurisdiction, then the Purported Record Transferee may be deemed, at the option of the Corporation, to have acted as an agent of the Corporation in acquiring such Excess Shares in trust and to hold such Excess Shares on behalf of the Corporation.

(f) *Purchase Right in Excess Shares.* Excess Shares shall be deemed to have been offered for sale to the Corporation, or its designee, at a price per share equal to the lesser of (i) the price per share in the transaction that created such Excess Shares (or, in the case of a devise, gift or other transaction in which no value was given for such Excess Shares,

the Fair Value at the time of such devise, gift or other transaction) and (ii) the Fair Value on the date the Corporation, or its designee accepts such offer (the "Redemption Price"). The Trust shall have the right to accept such offer for a period of ninety days after the later of (i) the date of the purported Transfer or other event which resulted in the designation of the Shares as Excess Shares and (ii) the date the Board of Directors determines in good faith that a purported Transfer or other event resulting in the designation of Excess Shares has occurred, if the Corporation does not receive a notice of any such Transfer pursuant to Paragraph 5 of this Article XIII. Unless the Board of Directors determines that it is in the interests of the Corporation to make earlier payments of all of the amounts determined as the Redemption Price per Share in accordance with the preceding sentence, the Redemption Price may be payable at the option of the Board of Directors at any time up to but not later than five years after the date the Corporation accepts the offer to purchase the Excess Shares. In no event shall the Corporation have an obligation to pay interest to the Purported Record Transferee.

15. Severability. If any provision of this Article XIII or any application of any such provision is determined to be invalid by any Federal or state court having jurisdiction over the issues, the validity of the remaining provisions shall not be affected and other applications of such provision shall be affected only to the extent necessary to comply with the determination of such court.

4. Date of Adoption. The foregoing amendment to the Corporation's Articles of Incorporation (the "Amendment") was adopted by the Board of Directors on December 7, 2012.

5. Effective Date. The effective date of the Amendment shall be the date of filing of these Articles of Amendment with the Florida Secretary of State.

6. Adoption of Amendment. The Amendment was adopted by the Board of Directors, without Shareholder action and Shareholder action was not required in accordance with Section 607.0602 of the Florida Statutes.

EXECUTED in the name of the Corporation by:

12/7/12
(Date)


(Signature)

Donald W. Bishop, Jr.
(Printed Name)

President and Chief Operating Officer
(Title)