

P98000075582

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

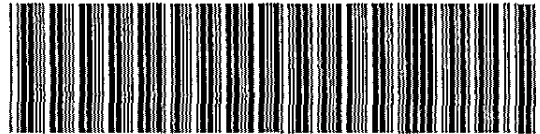
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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OT MAR - 1 PM 11:36

FILED

2007 MAR - 1 PM 12:21
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

3/1

ATTORNEYS' TITLE

Requestor's Name

1965 Capital Circle NE, Suite A

Address

Tallahassee, Fl 32308

City/St/Zip

850-222-2785

Phone #

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

1- WEL-CO DIAMOND TOOL CORP.

2-

3-

4-

☒ Walk-in

☐ Pick-up time ASAP

☒ Certified

☐ Mail-out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS

<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non-Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS

<input checked="" 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

Examiner's Initials

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
WEL-CO DIAMOND TOOL CORP.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1003 and 607.1006, Florida Statutes, the Articles of Incorporation of the above corporation are hereby amended as follows:

- I. Article V is hereby amended to read as follows:

“ARTICLE V - CAPITAL STOCK

This Corporation is authorized to issue 1,020,000 shares of stock divided into three classes. The designation of each class, the number of shares of each class, and the par value of the shares of each class are as follows:

<u>CLASS</u>	<u>NUMBER OF SHARES</u>	<u>PAR VALUE PER SHARE</u>
Cumulative 6.50% Preferred Stock	10,000	\$1,000.00
Class A Voting Common Stock	10,000	\$1.00
Class B Non-Voting Common Stock	1,000,000	\$1.00

a. Voting Rights. Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Class A Voting Common Stock, each share of which shall be entitled to one vote, and the Cumulative 6.50% Preferred Stock, each share of which shall be entitled to one vote. Holders of the Class B Non-Voting Common Stock shares shall not

be entitled to vote.

b. Relative Rights and Preferences. The relative rights, privileges, and preferences of the Cumulative 6.50% Preferred Stock, the Class A Voting Common Stock, and the Class B Non-Voting Common Stock are as follows:

(i) Dividends. The holders of the shares of Cumulative 6.50% Preferred Stock shall be entitled to receive dividends not exceeding six and one half percent (6.50%) of the par value of such shares when and as declared by the Board of Directors out of funds of the Corporation at the time legally available for the declaration of dividends. Such dividends shall be declared and paid quarterly and shall be payable in preference and priority to any payment of dividends on shares of either class of Common Stock, and shall be cumulative and the right to such dividend shall accrue to holders of the Cumulative 6.50% Preferred Stock by reason of the fact that dividends on such shares are not, or have not been, declared and paid in any period.

After dividends on Preferred share have been paid, declared, or set apart for payment to holders of the Preferred shares, the Board of Directors may declare and pay or set apart dividends for the Common shares to the extent of the net earnings of the Corporation.

(ii) Liquidation. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of the Preferred shares shall receive, out of the asset of the Corporation remaining after debts and liabilities have been paid, and before any amounts are paid to the holders of the Common shares, an amount equal to the par value of such shares plus all unpaid dividends. The remaining assets and funds of the Corporation shall be paid to the holders of the Common shares. For this purpose, the Class A Voting Common Stock and the Class B Non-Voting Common Stock shares shall be treated as identical.

II. Except as hereby amended, the Articles of Incorporation of the corporation as previously amended are hereby ratified and affirmed.

III. The foregoing Articles of Amendment were unanimously adopted by both the Board of Directors and the Shareholders of the Corporation on the 27th day of February, 2007.

IN WITNESS WHEREOF, the undersigned officer has executed these Articles of Amendment this 27th day of February, 2007.

WEL-CO DIAMOND TOOL CORP.,
a Florida corporation



By: Christopher Welch, President

(Corporate Seal)