

3/29/2012 2:46:13 PM Bush

Ross,

P.A.

(813)

223-9620 Page 1

Division of Corporations

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P99000010357

Florida Department of State
Division of Corporations
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
HEACOCK PLANNING GROUP, INC.**

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MAR 30 2012
T. ROBERTS

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March 27, 2012

FLORIDA DEPARTMENT OF STATE
Division of Corporations

HEACOCK PLANNING GROUP, INC.
1109 US HWY 27 N
SEBRING, FL 33870US

SUBJECT: HEACOCK PLANNING GROUP, INC.
REF: P99000010357

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Our records reflect the original articles was filed with Secretary of State's office on February 2, 1999.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Tina Roberts
Regulatory Specialist II

FAX Aud. #: H12000078884
Letter Number: 412A00010249

*amended - please see
attached.*

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AMENDMENT TO ARTICLES OF INCORPORATION

WHEREAS, pursuant to the original Articles of Incorporation, Heacock Planning Group, Inc. was duly organized on February 2, 1999; and

WHEREAS, said Articles of Incorporation reserve the right to amend any provision of the Articles with approval by the shareholders at a shareholders' meeting in accordance with law; and

WHEREAS, the shareholders and Board of Directors have deemed it in the best interest of the Corporation to have two categories of stock, that being voting and non-voting so as to incentivize associates of the corporation through participation in sharing of corporation profits without dilution of business control; and

WHEREAS, the shareholders, at a duly noticed meeting held on December 29, 2006, with said meeting held in accordance with law, have agreed to amendment of the Articles of Incorporation to accomplish the above stated purposes; and

WHEREAS, the shareholders, further agreed that all shareholders, regardless of category, shall have identical rights to distribution and liquidation proceeds.

NOW THEREFORE, the Articles of Incorporation for Heacock Planning Group are hereby amended as follows:

Article III, Capital Stock, as currently appears in the Articles of Incorporation is hereby stricken in its entirety and replaced with the following language:

ARTICLE III. CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock, 5,000 shares voting and 5,000 shares non-voting, each having a par value of \$1.00 per share. The consideration to be paid for each share shall be as fixed by the Board of Directors and may take the form of services rendered, cash, property, or any other form deemed satisfactory by the Board of Directors, inclusive of gifting of stock as incentive for future service.

The corporation is authorized to issue two categories of stock: voting and non-voting.


For purposes of taxation, all holders of stock shall have identical rights to distribution and

liquidation proceeds. The corporation is authorized to issue only one class of stock (with the dual categories of voting and non-voting), and all issued stock shall be held of record by not more than 75 persons. Stock will be issued and transferred only to (i) natural persons, (ii) estates, or (iii) a trust defined in Section 1361(c)(2) (or its successor section) of the Internal Revenue Code. In addition, no stock shall be issued or transferred to a nonresident alien.

APPROVED AND ADOPTED by the shareholders and Board of Directors of Heacock Planning Group, Inc., this 29th day of December, 2006.


D. Craig Johnson, President

(SEAL)


Michele Bednosky, Secretary