

P99000011168

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Amend & N.C.

C.COULLIETTE

AUG 05 2010

EXAMINER

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Blanco & Associates Traffic School, Inc.

DOCUMENT NUMBER: P99000011168

The enclosed **Articles of Amendment** and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Oscar R. Aguilar, EA.

Name of Contact Person

O&P Tax-Accounting Corp.

Firm/ Company

11890 SW 8th Street, PH5

Address

Miami, FL 33184

City/ State and Zip Code

oscartaxes@aol.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Oscar R. Aguilar, EA.

at (305) 223-4747

Name of Contact Person

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is enclosed)

☒ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is enclosed)

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION**

OF

BLANCO & ASSOCIATES TRAFFIC SCHOOL, INC.
(P99000011168)

PURSUANT TO THE PROVISIONS OF SECTIONS 607.1006 OF THE FLORIDA STATUTES, THIS FLORIDA PROFIT CORPORATION ADOPTS THE FOLLOWING AMENDMENTS TO ITS ARTICLES OF INCORPORATION:

ARTICLE I - THE NAME OF THE CORPORATION CHANGES TO:
KEY POWER DRIVING & TRAFFIC SCHOOL, INC.

ARTICLE II

THE PRINCIPAL PLACE OF BUSINESS ADDRESS IS:
1570 WEST 43RD PLACE, SUITE 25
HIALEAH, FL 33012

THE MAILING ADDRESS OF THE CORPORATION IS:
1570 WEST 43RD PLACE, SUITE 25
HIALEAH, FL 33012

ARTICLE III

(REMAINS THE SAME)

TERMS OF EXISTENCE

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE, UNLESS SOONER DISSOLVED IN ACCORDANCE WITH THE LAWS OF THE STATE OF FLORIDA.

ARTICLE IV - MINIMUM CAPITAL -

(AMENDED)

THE AMOUNT OF CAPITAL WITHIN THE CORPORATION SHALL BE ONE THOUSAND DOLLARS (\$1,000.00).

ARTICLE V - NUMBER OF DIRECTORS:

(REMAINS THE SAME)

THE STOCKHOLDERS OF THE CORPORATION MAY, FROM TIME TO TIME INCREASE OR DIMINISH THE SIZE OF THE BOARD OF DIRECTORS OF THIS CORPORATION, PROVIDED THAT THE CORPORATION, SHALL AT ALL TIMES MAINTAIN A MINIMUM OF ONE DIRECTOR.

ARTICLE VI - CLASSES OF DIRECTORS:

(REMAINS THE SAME)

THE BY-LAWS OF THIS CORPORATION MAY PROVIDE THAT THE DIRECTORS CAN BE DIVIDED INTO TWO OR MORE GROUPS WHOSE TERMS OF OFFICE SHALL RESPECTIVELY EXPIRE AT DIFFERENT TIMES, WITH THE PROVISION THAT NO SUCH TERM SHALL CONTINUE LONGER THAN (3) YEARS, AND PROVIDED FURTHER, THAT AT LEAST ONE-FOURTH (1/4) IN NUMBER OF THE DIRECTORS SHALL BE ELECTED ANNUALLY.

ARTICLE VII - AMENDMENTS:

(REMAINS THE SAME)

THIS CERTIFICATE OF INCORPORATION MAY BE AMENDED IN ANY MANNER CONSISTENT WITH THE LAWS OF THE STATE OF FLORIDA.

ARTICLE VIII - CAPITAL STOCK

(REMAINS THE SAME)

THIS CORPORATION IS AUTHORIZED TO ISSUE SHARES OF STOCK AS FOLLOWS:

- A. DESIGNATION: THE STOCK OF THIS CORPORATION SHALL BE KNOWN AS COMMON STOCK.
- B. AUTHORIZED: THE MAXIMUM NUMBER OF SHARES OF COMMON STOCK THAT THIS CORPORATION MAY ISSUE IS 100.
- C. PAR VALUE: EACH SHARE OF COMMON STOCK SHALL HAVE THE PAR VALUE OF \$5.00.
- D. CONSIDERATION: SHARES OF COMMON STOCK MAY BE ISSUED IN EXCHANGE FOR CASH, REAL STATE PROPERTY, LABOR OF SERVICE RENDERED, OR ANY COMBINATION FOR THE FOREGOING. IN THE ABSENCE OF FRAUD IN THE TRANSACTION, THE JUDGMENT OF THE BOARD OF DIRECTORS AS TO THE VALUE OF ANY SUCH CONSIDERATION SHALL BE EXCLUSIVE.

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(P99000011168)

- E. NON-ACCESSIBILITY: EACH SHARE OF COMMON STOCK SHALL BE ISSUED IN EXCHANGE FOR CONSIDERATION, WHICH IS, AT LEAST EQUALS TO THE PAR VALUE THEREOF, AND SHALL BE FULLY PAID AND NON-ACCESSIBLE.
- F. VOTING RIGHTS: EACH SHARE OF COMMON STOCK ENTITLES THE RECORD HOLDER THEREOF TO ONE VOTE UPON EACH PROPOSAL PRESENTED AT MEETINGS OF THE SHAREHOLDER OF THE CORPORATION.
- G. CUMULATIVE VOTING: NO HOLDER OF COMMON STOCKS SHALL BE ENTITLED TO CUMULATIVE VOTING.
- H. DIVIDEND: RECORD HOLDERS OF COMMON STOCK ARE ENTITLED TO RECEIVE THEIR PRO-RATA SHARE OF ANY DIVIDENDS THAT MAY BE DECLARED BY THE BOARD OF DIRECTORS OUT OF ASSETS LEGALLY AVAILABLE FOR SUCH PURPOSE.
- I. HOLDERS OF COMMON STOCK ARE ENTITLED, IN THE EVENT OF THE LIQUIDATION OR DISSOLUTION OF THIS CORPORATION REMAINING AFTER PAYMENT OF ALL CORPORATE DEBTS AND OBLIGATIONS.

ARTICLE IX – SPECIAL VOTING PROVISIONS:

(REMAINS THE SAME)

THE OCCURRENCES ENUMERATED IN THE ARTICLES SHALL NOT BE AUTHORIZED, NOR SHALL THEY HAVE ANY FORCE OR EFFECT, UNLESS ASSENTED TO IN WRITING BY HOLDERS OF THE REQUIRED PERCENTAGE OF THIS CORPORATION'S STOCK ENTITLED TO VOTE AT THE TIME OF THE PROPOSAL OF ANY SUCH OCCURRENCE, THE REQUIRED PERCENTAGE SHALL BE AS FOLLOWS:

- 1. AMENDMENT OF THIS CERTIFICATE OF INCORPORATION:
REQUIRED PERCENTAGE: 51%
- 2. SALE, LEASE OR EXCHANGE OF ALL THIS CORPORATION'S PROPERTY OR ASSETS OF THIS CORPORATION ESSENTIAL TO THE BUSINESS OF THIS CORPORATION:
REQUIRED PERCENTAGE: 51%
- 3. MERGER OR CONSOLIDATION OF THIS CORPORATION INTO OR WITH ANY OTHER CORPORATION:
REQUIRED PERCENTAGE: 51%
- 4. VOLUNTARY DISSOLUTION OF THIS CORPORATION:
REQUIRED PERCENTAGE: 51%

ARTICLE X – STOCKHOLDERS:

(AMENDED)

THE NAMES AND ADDRESSES OF THE STOCKHOLDERS AND DIRECTORS ARE AS FOLLOWS:

NAME: FELIX WALTER (PRESIDENT) (ADDITION)
LAST NAME: MIR
ADDRESS: 14337 SW 17TH STREET
MIAMI, FL 33175

NAME: CYNTHIA (VICE PRESIDENT) (ADDITION)
LAST NAME: PALERMO
ADDRESS: 14337 SW 17TH STREET
MIAMI, FL 33175

NAME: ISABEL (RESIGNED DUE TO SALE OF ENTITY)
LAST NAME: VILLAMIZAR (TO DELETE)
ADDRESS: 1570 WEST 43RD PLACE, SUITE 25
HIALEAH, FL 33012

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ARTICLE XI — REGISTERED AGENT:

(AMENDED)

THE NAME AND STREET ADDRESS OF THE REGISTERED AGENT ARE:

O&P TAX-ACCOUNTING CORP.
C/O OSCAR R. AGUILAR, EA.
11890 SW 8TH STREET
PENTHOUSE #5
MIAMI, FL 33184

(ATTACHED: CERTIFICATE OF DESIGNATION)

THE DATE OF EACH AMENDMENT ADOPTION: JULY 28, 2010.

THE AMENDMENTS WERE APPROVED BY THE SHAREHOLDERS.

THE NUMBER OF VOTES CAST FOR THE AMENDMENTS WERE SUFFICIENT FOR APPROVAL.

THE UNDERSIGNED HAS EXECUTED THESE AMENDMENTS TO THE ARTICLES OF INCORPORATION ON THIS 28TH DAY OF JULY OF 2010.

(X)

ISABEL VILLAMIZAR
PRESIDENT

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

1- THE NAME OF THE CORPORATION IS: **KEY POWER DRIVING & TRAFFIC SCHOOL, INC.**

2- THE NAME AND STATE OF FLORIDA STREET ADDRESS OF THE REGISTERED AGENT ARE:

OSCAR R. AGUILAR 11890 SW 8TH STREET, PENTHOUSE #5, MIAMI, FL 33184

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Oscar R. Aguilar
REGISTERED AGENT

DATED: JULY 28, 2010.