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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
JIALING MOTORCYCLE (AMERICA) CORPORATION**

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November 19, 2009

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

JIALING MOTORCYCLE (AMERICA) CORPORATION  
10914 NW 33 STREET  
SUITE 100  
MIAMI, FL 33172US

SUBJECT: JIALING MOTORCYCLE (AMERICA) CORPORATION  
REF: V33346...

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**AMENDED ARTICLES OF INCORPORATION  
OF  
JIALING MOTORCYCLE (AMERICA) CORPORATION**

The undersigned, as the current President of Jialing Motorcycle (America) Corporation, a natural person competent to contract, hereby files this Amendment of the Articles of corporation under the laws of the State of Florida.

**ARTICLE I. - NAME**

The name of the Corporation is: JIALING MOTORCYCLE (AMERICA) CORPORATION

**ARTICLE II. - NATURE OF BUSINESS AND POWERS**

The nature of the business to be transacted by this Corporation is to engage in any and all business permitted by Florida Law including, but not limited to, motorcycle sales, wholesale and retail — service parts.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida or any other state government, and while owner of such stock to exercise all of the rights, powers and privileges of ownership, including the right to vote such stock.

To contract debts and borrow money, issue, and sell or pledge bonds, debentures, notes and other evidence of indebtedness as required.

The said Corporation may perform any part of its business outside of the State of Florida, in other states or colonies of the United States, and throughout foreign countries as permitted by law.

The enumeration of the special powers herein set forth shall not be considered as a limitation upon the powers of this Corporation, but in addition thereto said Corporation shall

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have all the powers authorized by and usually granted to corporations organized under the laws of the State of Florida.

### **ARTICLE III. - CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is One Hundred (100) shares of capital stock having a par value of One Dollars (\$1.00) per share. At the time of filing this Amendment the sole shareholder shall be CHINA JIALING INDUSTRIAL CO. LTD., (GROUP) with 100 shares of the Corporation.

The consideration for the issuance of said shares of stock, of any part thereof, shall be in the currency of the United States of America, or property or services of value at least equivalent to the full par value of the stock to be issued, the same to be fixed and determined by the Board of Directors of this Corporation at any meeting of the Board; but a determination concerning the issuance of certain of the corporation's shares of stock shall not in anywise fix or determine the value of shares later to be issued out of the remaining authorized but unissued stock. Whenever any share or shares of stock are issued in consideration of payments to be made in property or in services, the fair and just value of the property to be transferred or the services to be performed or rendered as consideration for the issuance of said stock shall be fixed by the Board of Directors of this Corporation at any regular meeting of the Board or at any special meeting for which the fixing of that value is one of the purposes for which the meeting is called. The judgment and decision of the Board of Directors pertaining thereto shall be conclusive and binding upon all persons whomsoever in dealing with the corporation and the stockholders thereof. Any and all shares of stock of this Corporation shall be issued for the consideration or for not less than the consideration fixed and determined as aforesaid, whether such consideration be cash, property or services, and any and all shares of this Corporation's stock so issued shall be deemed fully paid and non-assessable.

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**ARTICLE IV. - TERM OF EXISTENCE**

This Corporation is to exist perpetually, unless sooner voluntarily dissolved according to law.

**ARTICLE V. - ADDRESS**

The address of this Corporation is 10914 NW 33rd St. Suite 100 Miami, FL 33172.

**ARTICLES VI. - DIRECTORS AND OFFICERS**

This Corporation shall have One (1) or more directors. The number of directors may increase or diminish from time to time in accordance with the By-Laws adopted by the stockholder or stockholders. Directors shall be of legal age. They shall be elected by a majority of the stockholders present and participating at the annual meeting of the Corporation to be held as prescribed by the By-Laws, and shall hold office after their election for the ensuing year and until their respective successors are duly elected and qualified.

The initial officer of the Corporation shall be: CHINA JIALIN INDUSTRIAL CO. LTD., (GROUP) ("JG") and its Board of Directors.

JG shall appoint, as necessary the Directors of the Corporation. The By-Laws of this Corporation shall be made, prepared, and adopted by the Board of Directors of the Corporation by a majority vote thereof. Thereafter the said By-Laws may be amended by the Board of Directors at any regular meeting of said Board, or at any special meeting for which such amendment is one of the purposes for which the meeting is called, by a majority of the directors present. The Board of Directors shall conduct, manage, and have complete charge of the business and affairs of the Corporation. The Board of Directors shall have full power to specify the rules and conditions under which stock certificates shall be replaced. The Board of Directors shall also have the power from time to time to direct and determine the use and disposition of any net profit or earned surplus of the Corporation (in excess of the capital stock paid in).

The Board of Directors shall have the power and authority to purchase or otherwise acquire insurance, including life insurance, on the directors, officers and other employees of the Corporation.

This power and authority shall include the ability to select a designation of the owner of the policy, the beneficiary thereof and other pertinent matters as the Board in its discretion deems proper.

The Board of Directors shall elect the officers of this Corporation, who shall consist of the President, a Secretary, and a Treasurer and, in the discretion of the Board, one or more Vice Presidents, one or more Assistant Secretaries and such other and further officers as may be provided by resolution of the Board of Directors. None of these officers is required to be a stockholder of the Corporation. Any person may hold two or more offices. All officers, unless elected to fill a vacancy, shall hold office after their election for the ensuing term and until their respective successors are duly elected and qualified, unless it is provided by the By-Laws that they shall hold office at the pleasure of the Board of Directors. The duties of all officers shall be prescribed by the By-Laws or resolution of the Board of Directors. The duties of all officers shall be prescribed by the By-Laws or resolution of the Board of Directors.

The Board of Directors of this Corporation shall have final determination of the Corporation's affairs.

#### **ARTICLE VII - AMENDMENT**

This Amendment amends in totality the Articles of Amendment filed on May 1, 1992 with the Secretary of the State of Florida.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to them by the stockholders, and approved at a duly called stockholder's meeting by a majority of the stock entitled to vote thereon at such meeting.

**ARTICLE VIII. - DESIGNATION OF REGISTERED OFFICE**

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be: Tony Pornprinya, Esq., 10800 Biscayne Blvd, Ste 988, Miami, FL 33161. The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

This Amendment was approved by the shareholders of the Corporation, with all shareholders voting in favor of the Amendment, providing sufficient votes for approval of the Amendment.

IN WITNESS WHEREOF, the undersigned, as the current Board of Directors, have executed the foregoing Amended Articles of Incorporation, this 30 day of November 2009.

  
BING GONG

STATE OF FLORIDA

SS

COUNTY OF MIAMI DADE

BEFORE ME, a Notary Public, personally appeared BING GONG, known to be the person described as Incorporator and he executed the foregoing Articles of Incorporation, and acknowledges before me that he subscribed to these Articles of Incorporation.

  
Notary Public

