

**Florida Department of State**  
Division of Corporations  
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**To:**

Division of Corporations  
Fax Number : (850) 617-6380

**From:**

Account Name : SHUFFIELD LOWMAN  
Account Number : I20030000118  
Phone : (407) 581-9800  
Fax Number : (407) 581-9801

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

**Email Address:** \_\_\_\_\_**S. TALLENT****MAY 12 2017****COR AMND/RESTATE/CORRECT OR O/D RESIGN  
KELLYCO, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$35.00

*Amnd*

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**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
KELLYCO, INC.**

[Florida Document Number: V65181]

Pursuant to the provisions of Section 607.1006, Florida Statutes, this **Florida Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation.:

This amendment is submitted to amend the following [check all that apply]:

☒ Amending registered agent and/or registered office address:

Name of New Registered Agent: GREGORY W. MEIER  
(must sign below)

New Registered Office Address:

Shuffield, Lowman & Wilson, P.A.  
(Enter Florida street address)

1000 Legion Place #1700  
(Enter Florida street address)

Orlando, Florida 32801  
(City) (Zip Code)

*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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 607, Florida Statutes.*

  
\_\_\_\_\_  
Signature of New Registered Agent

FILED  
17 MAY 11 PM 2:58  
TALLAHASSEE, FLORIDA

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☒ **Amending the Officers and/or Directors of record:**

(Enter the name and title of each officer and director being removed, and the name, title and address of each officer or director being added or changed)

<input type="checkbox"/>	Add	President,				
<input checked="" type="checkbox"/>	Change	Director	Stuart	S	Auerbach	
<input type="checkbox"/>	Remove					
		Title(s)	(First Name)	(Middle)	(Last)	(Suffix)
		1085 Belle Ave				
		(Street Address)				
		Winter Springs	FL	32708		
		(City)	(State)	(Zip)	(Country)	

<input type="checkbox"/>	Add	VP,				
<input checked="" type="checkbox"/>	Change	Secretary,	Leita	C	Auerbach	
<input type="checkbox"/>	Remove	Treasurer,				
		Director	(First Name)	(Middle)	(Last)	(Suffix)
		1085 Belle Ave				
		(Street Address)				
		Winter Springs	FL	32708		
		(City)	(State)	(Zip)	(Country)	

☒ **Amending Other Information:**

(Be specific; attach additional sheets if necessary. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, state the provisions for implementing the amendment)

Article IV is hereby amended by deleting the provisions of said Article as it presently exists and substituting the following in its place and stead for all purposes:

ARTICLE IV.  
CAPITAL STOCK

1. Authorized Stock. The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value</u>	<u>Class of Stock</u>
1,000	\$0.01	Class A Voting Common
99,000	\$0.01	Class B Non-Voting Common

The consideration for all of the above stock shall be payable in cash, cancellation of debt, property (real or personal), labor or services in lieu of cash; at a just valuation to be fixed by the Board of Directors of the Corporation.

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2. Voting Rights. The Class A Voting Common Stock shall possess and exercise exclusive voting rights and, at all meetings of the shareholders, each record holder of such Class A Voting Common Stock shall be entitled to one vote for each share held. Shareholders holding Common Stock shall have no cumulative voting rights in any election of directors of the Corporation. Class B Non-Voting Common Stock shall possess no voting rights other than as required by law.

3. No Preemptive Rights. No shareholder of the Corporation shall have the right, upon the sale for cash or otherwise, of any new stock of the Corporation, of the same or any other kind, class or series as that which he already holds, to purchase his pro rata or any other share of such stock at the same price at which it is offered to others or any other price.

- ☒ If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

Immediately upon the effectiveness of these Articles of Amendment, the shares of Common Stock shall be converted into shares of Class A Voting Common Stock and/or Class B Non-Voting Common Stock, as agreed upon by the shareholders.

The Corporation will expeditiously coordinate with its shareholders to arrange for (i) the surrender of the old certificates and (ii) the issuance of new certificates representing the agreed upon voting and/or non-voting shares.

**Adoption of Amendment(s):**

The Amendment(s) was/were adopted by:

- ☒ the shareholders. The number of votes cast for the amendment by the shareholders was sufficient for approval.
- ☐ the board of directors without shareholder action. Shareholder action was not required.
- ☐ the incorporators without shareholder action. Shareholder action was not required.

The date of adoption for each amendment: May 11, 2017

Effective date if different than the date of filing: \_\_\_\_\_  
(Cannot be prior to date of filing or, if delayed, more than 90 days after amendment file date)

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Dated: May 11, 2017.

  
(Signature)

Stuart S. Auerbach

(Typed or printed name of person signing)

President

(Title of person signing)