

Edgar Filing: SOFTSTONE INC - Form 8-K

SOFTSTONE INC
Form 8-K
August 18, 2003

U. S. SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549

FORM 8-K
CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934
Date of Report (date of earliest event reported): August 13, 2003

Softstone Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State of Incorporation)

000-29523
(Commission File Number)

73-1564807
(IRS Employer I.D. Number)

111 Hilltop Lane
Pottsville, TX 75076
(903) 786-9618
(Address and telephone number of registrant's principal
executive offices and principal place of business)

Item 5. Other Events.

On August 13, 2003, Softstone Inc. filed its Certificate of Amendment to Certificate of Incorporation with the Secretary of State of the State of Delaware (1) changing its name to "TS Electronics, Inc." and consolidating the common stock of the corporation.

The stock consolidation to 600,000 shares, \$0.001 par value, effective August 14, 2003, consolidates each 21.8045 outstanding shares to one share, with fractional shares being rounded up or down to the nearest whole number.

The amendments to the company's Certificate of Incorporation were duly adopted in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

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Item 7. Financial Statements and Exhibits.

(a) Financial Statements.

None

(b) Exhibits.

Number	Description
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3(i)	Certificate of Amendment of Certificate of Incorporation of Softstone Inc.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SOFTSTONE INC.

By: /s/ Keith P. Boyd

Date: August 15, 2003

Keith P. Boyd, President and Director

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Softstone Inc.

Commission File No. 000-29523

EXHIBITS TO FORM 8-K

CURRENT REPORT

Date of Report (date of earliest event reported): August 13, 2003

The following exhibits are filed with this Form 8-K:

Number	Description
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3(i) -	Certificate of Amendment of Certificate of Incorporation of Softstone Inc.

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Delaware
The First State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO
HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF
AMENDMENT OF "SOFTSTONE INC.", CHANGING ITS NAME FROM "SOFTSTONE INC." TO "TS
ELECTRONICS, INC.", FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF AUGUST, A.D.
2003, AT 2:28 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE
COUNTY RECORDER OF DEEDS.

[SEAL]

/s/ Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2998297 8100

AUTHENTICATION: 2581565

030528918

DATE: 08-13-03

Exhibit 3(i)
Page 1 of 2 Pages

State of Delaware

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Secretary of State
Division of Corporations
Delivered 02:28 PM 08/13/2003
FILED 02:28 PM 08/13/2003
SRV 030528918 - 2998297 FILE

State of Delaware
Certificate of Amendment of
Certificate of Incorporation of
Softstone, Inc.

First: That at a meeting of the board of directors of Softstone, Inc. resolutions were adopted setting forth a proposed amendment to the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and, because of time limitations, to be submitted to stockholders for their written consent in lieu of a meeting for consideration thereof. The resolutions setting forth the proposed amendments are as follows:

Resolved, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "1" so that, as amended, said Article shall be and read as follows:

"1. The name of the corporation is TS Electronics, Inc."

And Resolved Further, that the Certificate of Incorporation of this corporation be amended by adding an Article thereof numbered "11" which shall be and read as follows:

"11. All shares of Common stock of this corporation issued and outstanding on August 11, 2003 shall be consolidated, pro rata, to 600,000 shares with any fractional shares so obtained being rounded up or down to the nearest whole number."

Second: That thereafter, pursuant to resolution of its board of directors, in accordance with Section 228 of the General Corporation Law of the State of Delaware and by the written consent of stockholders in lieu of a meeting, the necessary number of shares as required by statute were obtained in favor of the amendments.

Third: That said amendments were duly adopted in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

Fourth: That the capital of said corporation shall not be reduced under or by reason of said amendments.

By:/s/ Keith P. Boyd

(Authorized Officer)

Name: Keith P. Boyd, President

Exhibit 3(i)
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