

692612

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(City/State/Zip/Phone #)

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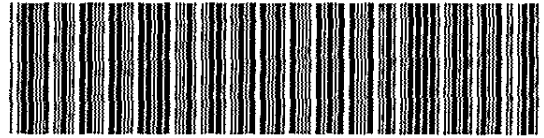
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Special Instructions to Filing Officer:

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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

March 30, 2004

THOMAS G. CHRISTMANN
CLAYTON-JOHNSTON, P.A.
P.O. BOX 23939
GAINESVILLE, FL 32602

SUBJECT: JOHN B. KOOGLER, P.A.
Ref. Number: 692612

We have received your document for JOHN B. KOOGLER, P.A. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

The amendment must be adopted in one of the following manners:

(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

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) 245-6882.

Maryanne Dickey
Document Specialist

Letter Number: 504A00020702

CLAYTON-JOHNSTON, P.A.
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GAINESVILLE, FLORIDA 32602

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ERWIN A. CLAYTON
(1897 - 1986)
E. COVINGTON JOHNSTON
(1916-2002)
CHARLES G. FELDER
(Retired)

Internet address:
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March 22, 2004

Department of State
Division of Corporation
409 E. Gaines Street
Tallahassee, FL 32399

Re: Articles of Amendment for John B. Koogler, P.A.

Dear Sir or Madam:

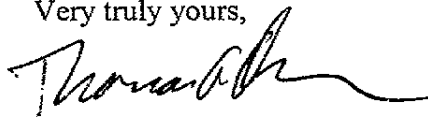
Enclosed for filing with the Secretary of State of Florida is the Articles of Amendment to Articles of Incorporation of John B. Koogler, P.A. Also enclosed is this firm's check in the amount of \$35.00 representing your fees for filing same.

Please return a file stamped copy of the Articles of Amendment to the undersigned in the self-addressed, stamped envelope which has been provided for your convenience.

Should you have any questions with regard to the enclosed, please call the undersigned.

Thank you for your attention to this matter.

Very truly yours,



Thomas G. Christmann

TGC:mlm
Enclosures

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
JOHN B. KOOGLER, P.A.

Pursuant to the provision of Chapter 621.13 and Chapter 607, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation, filed June 30, 1981, No. 692612.

FIRST: The name of the corporation is Koogler and Associates, Inc.

SECOND: The following amendment of the Articles of Incorporation was adopted by the corporation:

THIRD: The amendment was approved by the shareholders and by the board of directors. The number of votes cast for the amendment by the shareholders and by the board of directors was sufficient for approval.

AMENDED
ARTICLES OF INCORPORATION
OF
KOOGLER AND ASSOCIATES, INC.

In compliance with the requirements of Florida Statutes Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Amended Articles of Incorporation for the purpose of organizing a business corporation.

Article I

Name. The name of this corporation is KOOGLER AND ASSOCIATES, INC.
(hereinafter referred to as the "Corporation").

Article II

Address. The street address of the principal office of the Corporation is 4014 N.W. 13th Street, Gainesville, Florida 32609

Article III

Duration. The Corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Secretary of State of the State of Florida.

Article IV

Purpose. The Corporation is authorized to transact any lawful business for which corporations may be formed under Chapter 607, Florida Statutes.

Article V

Capital Stock. The Corporation is authorized to issue 100 shares of common stock with a par value of Ten Dollars (\$10.00) per share which shall be designated "Common Shares".

Article VI

Bylaws. The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

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STATE
OF FLORIDA
TALLAHASSEE, FLORIDA

Article VII

Initial Registered Office and Agent. The street address of the Corporation's registered office is 4014 N.W. 13th Street, Gainesville, Florida 32609-1923. The registered agent for the Corporation at that address is: John B. Koogler

Article VIII

Directors. The initial board of directors shall consist of one member. The number of Directors may be increased or diminished from time to time by the Bylaws, but it shall never be less than one. The names and addresses of the persons who will serve on the initial board of directors are: John B. Koogler, 4014 N.W. 13th Street, Gainesville, Florida 32609-1923.

Article IX

Preemptive Rights. Every shareholder, upon the sale of any new stock of the Corporation of the same kind, class or series as that which a shareholder already holds, shall have the right to purchase a pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article X

No Cumulative Voting. At each election for directors, every shareholder is entitled to one vote for each share of stock held and cumulative voting shall not be permitted.

Article XI

Special Meetings. Special meetings of shareholders may be called by the Board of Directors or holders of record of ten percent or more of the outstanding shares of stock.

Article XII

Shareholder Quorum and Voting. Fifty-one (51%) percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders. If a quorum is present, the affirmative vote of fifty-one (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

Article XIII

Powers. This corporation shall have all of the corporate powers enumerated in the Florida Corporation Act, including the power to be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise.

Article XIV

Officers. The officers of the Corporation shall consist of a President, Vice President, Secretary and Treasurer, each of whom shall be elected by the Directors. Any two or more offices may be held by the same person.

Article XV

Indemnification. The Corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.



Article XVI

Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

Article XVII

Incorporator. The name and address of the person signing these Articles of Incorporation is: John B. Koogler, 4014 N.W. 13th Street, Gainesville, Florida 32609-1923.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 23rd day of March, 2004.

JOHN B. KOOGLER, Incorporator

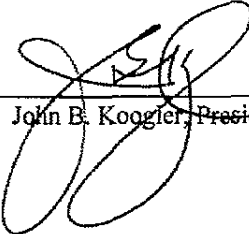
THIRD: The amendment was adopted by the Board of Directors on the 23rd day of March, 2004.

FOURTH: The amendment was approved by a majority of the members of the corporation on the 23rd day of March, 2004.

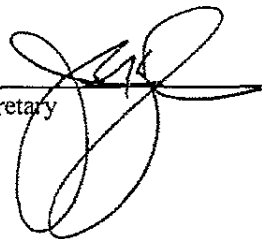
Dated: March 23, 2004

JOHN B. KOOGLER, P.A.

By: _____


John B. Koogler, President

ATTEST:


Secretary