

K71208

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(City/State/Zip/Phone #)

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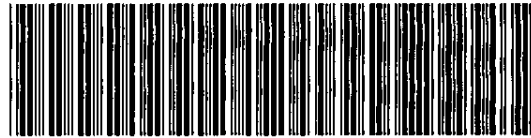
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FILED

2012 JAN 19 AM 9:26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend & Restated w/NC

TBrown 1-20-12

BOYD & MARKS, L.L.C.
Attorneys & Counselors at Law

JOEL E. BOYD

360 North Babcock Street, Suite 104
Melbourne, Florida 32935

DOUGLAS D. MARKS

Telephone: (321) 255-0600
Facsimile: (321) 255-0606

December 21, 2011

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Telemak, Inc.

Dear Sir/Madam:

Enclosed are an original and one copy of the Amended and Restated Articles of Incorporation of Telemak, Inc., together with a check for \$43.75 to cover the \$35.00 filing fee and \$8.75 certified copy fee.

Once the Amended and Restated Articles of Incorporation have been filed, please forward the certified copy to the undersigned at the address above indicated.

Very truly yours,

A handwritten signature in black ink, appearing to be "JEB", enclosed within a hand-drawn oval.

JOEL E. BOYD

JEB/ig
Enclosures

BOYD & MARKS, L.L.C.
Attorneys & Counselors at Law

JOEL E. BOYD

360 North Babcock Street, Suite 104
Melbourne, Florida 32935

DOUGLAS D. MARKS

Telephone: (321) 255-0600
Facsimile: (321) 255-0606

January 17, 2012

VIA FEDERAL EXPRESS

Ms. Teresa Brown
Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Telemak Incorporation

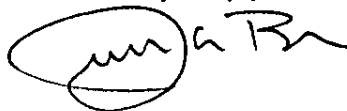
Dear Ms. Brown:

Enclosed are an original and one copy of the REVISED Amended and Restated Articles of Incorporation of Telemak Incorporation together with a copy of your December 29, 2011 letter.

Once the Amended and Restated Articles of Incorporation have been filed, please forward the certified copy to the undersigned at the address above indicated.

Thank you for your assistance in this regard.

Very truly yours,

A handwritten signature in black ink, appearing to read 'JEB', enclosed within a large, loopy circular flourish.

JOEL E. BOYD

JEB/ig
Enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 29, 2011

JOEL E BOYD
BOYD & MARKS, L.L.C.
360 N BABCOCK ST STE 104
MELBOURNE, FL 32935

SUBJECT: TELEMAK INCORPORATION
Ref. Number: K71208

We have received your document for TELEMAK INCORPORATION and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

The date of adoption of each amendment must be included in the document.

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) 245-6925.

Teresa Brown
Regulatory Specialist II

Letter Number: 611A00028858

TC

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
Of
TELEMAK INCORPORATION**

FILED
2012 JAN 19 AM 9:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1006 and 607.1007 of the Florida Statutes, the undersigned Florida corporation hereby adopts the following Amended and Restated Articles of Incorporation effective upon the date of filing by the Florida Department of State:

ARTICLE I - NAME

As of the date of filing these Amended and Restated Articles of Incorporation, the name of this corporation hereafter shall be **TELEMAK, INC.** ("corporation").

ARTICLE II – TERM OF EXISTENCE AND FISCAL YEAR

This corporation shall exist perpetually commencing upon the filing of these Articles of Incorporation with the Florida Department of State, Division of Corporations. This corporation shall have a fiscal year beginning January 1 of each year.

ARTICLE III – NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation, and the objects and purposes thereof, shall be to transact any legal activity authorized under Florida law.

ARTICLE IV - POWERS

This corporation shall have all powers conferred by the laws of the state of Florida on corporations.

ARTICLE V – CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of Class A common voting stock and nine thousand (9,000) shares of Class B common non-voting stock. All or any part of the capital stock may be paid for in cash, in property, or in labor or services actually performed for the corporation. All stock shall be fully paid for when issued and shall be nonassessable.

ARTICLE VI – SHAREHOLDERS' VOTING RIGHTS

(a) Each share of Class A common voting stock in this corporation shall entitle the holder thereof to one vote at any meeting of the corporation's shareholders.

ARTICLE VII – REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of this corporation is **NICHOLAS TELEMACHOS**, 3101 N. Highway A1A, Indialantic, Florida, 32903.

ARTICLE VIII – PRINCIPAL PLACE OF BUSINESS

The principal place of business of the corporation shall be located at 3101 N. Highway A1A, Indialantic, Florida, 32903, with any other place of business as may be determined and fixed by the board of directors from time to time.

ARTICLE IX - DIRECTORS

The number of directors may be increased or decreased from time to time by the shareholders, provided that the corporation shall always have at least one director. The shareholders of the corporation may remove any director from office at any time with or without cause.

ARTICLE X – TRANSACTIONS WITH CORPORATIONS

No contract or other transaction between this corporation and any other corporation, and no other contract or transaction of this corporation, shall in any way be affected or invalidated by the fact that any director or officer of this corporation has a pecuniary or other interest in any other corporation, or is a director or officer of any other corporation. Any director or officer individually, or any firm of which any director or officer may be a member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or she or such firm is so interested shall be disclosed or shall have been known to the board of directors. Any director or officer of this corporation who is also a director or officer of any other corporation or member of any other firm, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the board of directors of this corporation which shall authorize any contract or transaction, with like force and effect as if the person were not an officer or director of any other corporation or member of any other firm, or not so interested.

ARTICLE XI - BYLAWS

(a) The power to adopt bylaws for this corporation, to alter, amend, or repeal said bylaws, and to adopt new bylaws shall be vested in the board of directors of this corporation.

(b) The bylaws of this corporation shall be for the government of the corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the corporation.

ARTICLE XII - AMENDMENT

These articles of incorporation may be amended at any time by a vote of the majority of the Class A common voting stock of the corporation outstanding, at any regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose.

ARTICLE XIII - INDEMNIFICATION

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned corporation has executed these Amended and Restated Articles of Incorporation at Melbourne, Florida, this 16th day of January, 2012.

TELEMAK INCORPORATION

By: 
NICHOLAS TELEMACHOS, President

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.


NICHOLAS TELEMACHOS

**OFFICER'S CERTIFICATE
TO ACCOMPANY
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF TELEMAK INCORPORATION**

I, **NICHOLAS TELEMACHOS**, being the duly elected, qualified and acting President of **TELEMAK INCORPORATION**, a Florida corporation (hereinafter referred to as the "Corporation"), hereby certify that the Amended and Restated Articles of Incorporation of the Corporation accompanying this Certificate were (1) duly adopted and approved by all of the members of the Board of Directors of the Corporation on November 17, 2011 in compliance with Section 607.1007 of the Florida Statutes, (2) duly adopted and approved by all of the shareholders of the Corporation on November 17, 2011 in compliance with Section 607.1007 of the Florida Statutes, and (3) that the number of votes cast for the Amended and Restated Articles of Incorporation by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, I have subscribed my name as President pursuant to lawful corporate authority, on this 16th day of January, 2012.


NICHOLAS TELEMACHOS, President of
TELEMAK INCORPORATION