

P14000071452

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



200263650052

09/05/14--01013--001 \*\*35.00

*CR*

NOV 18 2014

R. WHITE

STATE OF TEXAS  
COMPTROLLER OF PUBLIC ACCOUNTS

NOV 12 AM 11:13

FILED



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

September 12, 2014

SHANE STEINMETZ  
PO BOX 876  
NEW SMYRNA BEACH, FL 32170

SUBJECT: SILVER INTERLOCUTION, INC.  
Ref. Number: P14000071452

We have received your document for SILVER INTERLOCUTION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document you have submitted does not meet the filing criteria of this office. Please complete the enclosed form.

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) 245-6050.

Rebekah White  
Regulatory Specialist II

Letter Number: 814A00019614

RECEIVED  
14 NOV 12 PM 3:06  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Silver Interlocution, Inc.

Name of Corporation

**DOCUMENT NUMBER:** P14000071452

The enclosed Articles of Correction and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

**Shane Steinmetz**

Name of Contact Person

Firm/Company

**PO Box 876**

Address

**New Smyrna Beach, FL 32170**

City/State and Zip Code

**shane.steinmetz@silverinterlocution.org**

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

**Shane Steinmetz**

Name of Contact Person

at ( **386** ) **416-9776**

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- |  |   |
|--|---|
| <input type="checkbox"/> \$35.00 Filing Fee                  | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status                 |
| <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy | <input type="checkbox"/> \$52.50 Filing Fee, Certificate of Status & Certified Copy |

**Mailing Address:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

FILED

14 NOV 12 AM 11:13

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# Silver Interlocution, Inc.

## Articles of Correction

An act taken by the sole incorporator of the corporation to correct defects in the originally filed Articles of Incorporation pursuant to §607.0124 Florida Statutes.

<b>Document #</b>	P14000071452
<b>Date Filed</b>	08/26/14
<b>Inaccuracies/Defects Identified</b>	<ul style="list-style-type: none"> <li>• Incorrect mailing address zip code.</li> <li>• IRS Employer Identification Number (EID) not added.</li> <li>• Errors in references to Shareholders that would have based a quorum and majority vote on a number of Shareholders without regard to the number of shares possessed by each Shareholder.</li> <li>• Does not provide for action to be taken by Directors without a meeting unless the Board resolves at each meeting that this may occur until the next meeting.</li> <li>• Provisions regarding proposals made by Shareholders without a meeting do not provide a deadline on which certain conditions must be met for the proposals to effective.</li> <li>• Advance notice required for meetings was excessive.</li> <li>• Provisions concerning the liability of Shareholders could potentially have released them from liability for the cost of their shares not yet fully paid.</li> <li>• No requirement for reimbursement or limitation on the corporation's use of resources to facilitate Shareholder passage of resolutions without a meeting.</li> <li>• No guidance on handling elections of Directors with ties in the cumulative voting results.</li> <li>• Journal requirements also applied to Directors whose actions were already required to be documented in minutes.</li> <li>• Miscellaneous issues with clarity and grammar.</li> </ul>

- The version of the document on the header of each page is changed from 1 to 1C.
- *Article I, Title 1, Section 4, Subsection (1)* is amended to replace the appearance of the numbers 32168 with 32170. This corrects the zip code of the corporation's mailing address.

- Subsection (4) is added to Article I, Title 1, Section 7 and reads:

(4) With the exception of any text elsewhere in these Articles specifically describing Shareholder voting rights with respect to the election of Directors:

(a) Each share is entitled to one vote on any matter brought before the Shareholders. Thus, a Shareholder has an entitlement to the same number of votes as the number of shares held by that Shareholder.

(b) Any reference throughout these Articles to "shares" in the context of voting refers to the number of votes that can be made by Shareholders with respect to the number of shares they possess.

(c) Any reference throughout these Articles to "shares" in the context of quorum or meeting attendance refers to the presence of Shareholders who, by possession of shares, constitute the amount or number of shares referenced without consideration of the number of Shareholders present.

(d) Any reference to "shares" or "all shares" by relative measure, absolute measure, or percentage is within the context of shares issued by the corporation and does not include unissued shares, unless specifically stated otherwise in these Articles.

(e) A Shareholder who assents, dissents, or abstains on any matter that requires a vote will be deemed to have made a number of votes with that same action equal to the number of shares held by that Shareholder.

- Section 9 is added to Article I, Title 1 and reads:

Section 9. Employer Identification Number.

(1) The corporation's Employer Identification Number (EID), as provided by the IRS, shall be 47-1698938.

- Article I, Title 2, Section 4, Subsection (1) is amended to read:

(1) The presence of half or more of all Directors shall constitute quorum for any meeting.

- Article I, Title 2, Section 4, Subsection (2) (b) is amended to replace the appearance of the word **Shareholders** with the word **shares**.
- Article I, Title 2, Section 5, Subsection (2) is deleted.

- Article I, Title 2, Section 6, Subsection (2) (d) is amended to contain the following.

(d) a previous attempt at convening a meeting of the Board did not have 60% or more of all Directors in attendance.

- Article I, Title 2, Section 6, Subsection (3) is moved to Subsection (4) of the same section, and in the empty Subsection (3) is added the following.

(3) §I.2.6(1) does not apply to a written proposal or resolution by a Director that

- (a) has an exact copy made available to all Directors,
- (b) has upon it a space to indicate assent to the proposal with a signature, and
- (c) has upon it the assenting signatures of 80% or more of all Directors.

- Article I, Title 3, Section 3, Subsection (1) is amended to replace the appearance of the word or with the word and.
- Article I, Title 3, Section 3, Subsection (2) (c) is amended to replace the second appearance of the word Shareholders with the word shares.
- Article I, Title 4, Section 1, Subsection (1) is amended to read as follows:

(1) The presence of more than half of the shares shall constitute quorum for any Shareholder meeting.

- Article I, Title 4, Section 2, Subsection (1) is amended to replace the appearance of the word Shareholders with the word shares.
- Article I, Title 4, Section 3, Subsection (1) is amended to replace the appearance of the word proscribed with the word prescribed.
- Article I, Title 4, Section 3, Subsection (2) (g) is amended to read:

(g) A Shareholder who signs the resolution in assent is deemed to have voted in the same capacity as a Shareholder at a meeting.

Thus, the Secretary must receive an amount of signed copies representative of shares that meet or exceed the majority vote as described in §I.4.2.

- Subsection (2) (h) is added to Article I, Title 4, Section 3 and reads:

(h) If a resolution does not pass under this section after 60 days from the date the Secretary sent the initial copies of the resolution to all Shareholders, the resolution is deemed to have failed to pass and may no longer be considered. This does not, however, preclude a Shareholder's right to start this process once more with a new resolution identical to the failed one.

- Within Article I, Title 4, Section 3,
  - Subsection (4) is renamed to Subsection (5),
  - Subsection (3) is renamed to Subsection (4),and in the empty Subsection (3) is added the following:

(3) The Bylaws may provide for a limit to the number of times that a Shareholder may utilize the process described in §I.4.3(2) without compensation to the corporation for the cost of any postage and mailing materials. However, any requirement for a Shareholder to reimburse the corporation must be reasonable and cover the true costs involved with facilitating the process.

- Article I, Title 4, Section 3, Subsection (4) (a) is amended to replace the word **Shareholders** with **shares**.
- Article I, Title 4, Section 3, Subsection (4) (d) is amended to read:

(d) a vote taken from the shares present at the meeting reaches a majority vote as defined by §I.4.2 in favor of dismissing the proposed resolution.

- Article I, Title 4, Section 3, Subsection (5) is amended to read:

(5) A written resolution by a Shareholder may become effective without prior review by the Board or the convention of a meeting provided that the written resolution

- (a) has an exact copy made available to all Shareholders,
- (b) has upon it a space to indicate assent to the proposal with a signature, and
- (c) has upon it the assenting signatures of 80% or more of all shares.

- Subsection (6) is added to Article I, Title 4, Section 3 and reads:

(6) §I.4.3(5) does not apply if the resolution

(a) adds a Bylaw that states that it specifically cannot be modified or repealed by the Board or any committee,

(b) removes officers or Directors from the Board, or,

(c) the total financial expenditures that would be caused by the combination of the proposed resolution and all Shareholder resolutions passed within the 12 months prior to the date of the proposed resolution exceed the lesser of

1. 20% of the corporation's total taxable income as reported on IRS form 1120 for the year prior to the year in which the resolution was drafted, or

2. \$10,000.

- *Article I, Title 4, Section 5, Subsection (1) is amended to read the following:*

(1) No Shareholder shall be liable to the corporation for any action or lack of action he or she may take while acting in his or her capacity as a Shareholder of the corporation, except to any payment owed to the corporation with respect to the purchase of shares.

- *Article I, Title 5, Section 3, Subsection (3) is amended to read the following:*

(3) The Director or Shareholder calling for a meeting as provided under this title must specify a date for the meeting that is no less than 10 days and no more than 60 days after the date that the process under this section is started.

- *Article I, Title 5, Section 7, Subsection (5) is moved to Subsection (6), and in the empty Subsection (5) is added the following:*

(5) The Bylaws, resolutions by the Board or Shareholders, or both may provide procedures to resolve an election in which multiple candidates received the same number of votes when those candidates are at a ranking that would elect the candidates as Directors with the lowest number of votes out of all other elected candidates.

- *Article II, Title 1, Section 1, Subsection (1) is amended to read:*



(1) Every officer and committee must maintain a journal that documents, relevant to the performance of their duties, any actions taken by them and any notable incidents that occur.

- Subsection (4) is added to Article II, Title 2, Section 4 and reads:

(4) Any proposal or resolution passed without the convention of a meeting must be recorded in the corporate minutes. The minutes describing such proposal or resolution may be differentiated from other minutes pertaining to meetings.

- Article III, Title 2, Section 4, Subsection (1) (b) is amended to include the word and at the end of the subsection.

Shane Steinmetz  
Shane Steinmetz  
Incorporator

Nov 6 2014  
Date