

133934

(Requestor's Name)

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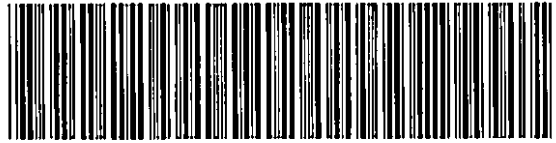
(Business Entity Name)

(Document Number)

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2018 AUG -6 A 10 05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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AUG 08 2018

T. LEMUEUX

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: McCall Service, Inc.

DOCUMENT NUMBER: 133934

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

J. Bryan Cooksey, III

Name of Contact Person

McCall Service, Inc.

Firm/ Company

2861 College St.

Address

Jacksonville, FL 32205

City/ State and Zip Code

bcooksey@mccallservice.com

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

For further information concerning this matter, please call:

J. Bryan Cooksey

at ( 904 )

463-6022

Name of Contact Person

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &  
Certificate of Status

☐ \$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)

☐ \$52.50 Filing Fee  
Certificate of Status  
Certified Copy  
(Additional Copy  
is enclosed)

**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

Articles of Amendment  
to  
Articles of Incorporation  
of

McCall Service, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

133934

(Document Number of Corporation (if known))

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

**A. If amending name, enter the new name of the corporation:**

*The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."*

**B. Enter new principal office address, if applicable:**

(Principal office address **MUST BE A STREET ADDRESS**)

**C. Enter new mailing address, if applicable:**

(Mailing address **MAY BE A POST OFFICE BOX**)

**D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

Name of New Registered Agent

(Florida street address)

New Registered Office Address:

(City)

Florida

(Zip Code)

**New Registered Agent's Signature, if changing Registered Agent:**

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

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TALLAHASSEE, FLORIDA

*Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.*

<u>X</u> Change	<u>PT</u>	<u>John Doe</u>
<u>X</u> Remove	<u>V</u>	<u>Mike Jones</u>
<u>X</u> Add	<u>SV</u>	<u>Sally Smith</u>

Type of Action (Check One)	Title	Name	Address
1) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove			
2) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove			
3 ) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove			
4) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove			
5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove			
6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove			

(Attach additional sheets, if necessary). (Be specific)

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(if not applicable, indicate N/A)

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08.01.2018

The date of each amendment(s) adoption: \_\_\_\_\_, if other than the date this document was signed.

08.01.2018

Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

**Adoption of Amendment(s) (CHECK ONE)**

☒ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval

by \_\_\_\_\_,"  
(voting group)

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated 07.21.2018  
Signature J. Bryan Cooksey, III  
(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

J. Bryan Cooksey, III

\_\_\_\_\_  
(Typed or printed name of person signing)

President, Agent

\_\_\_\_\_  
(Title of person signing)

## ARTICLES OF AMENDMENT

### OF

#### MCCALL SERVICE, INC.

1. That Article Third of the Articles of Incorporation, as amended by Articles of Amendment to Articles of Incorporation filed on August 1, 2006, of MCCALL SERVICE, INC., a Florida corporation (the "*Corporation*"), is hereby amended and replaced in its entirety to read as follows:

#### ARTICLE THIRD CAPITAL STOCK

(a) Authorized Capital Stock. The Corporation is authorized to issue 252,500 shares of common stock. Two thousand five hundred (2,500) shares shall be designated as Class A Voting Common shares, with a par value of \$1.00 per share, and two hundred fifty thousand (250,000) shares shall be designated as Class B Nonvoting Common shares, with no par value. The preferences, limitations and relative rights of each of these classes of shares shall be identical, except for voting rights, as follows:

(i) Class A Voting Common Shares. Each holder of Class A Voting Common shares shall have one vote in respect of each share held, and the exclusive voting power with respect to the Corporation shall be vested in the holders of the Class A Voting Common shares. At all meetings of voting shareholders, a majority in number of shares entitled to vote at such meetings, present either in person or represented by proxy, shall constitute a quorum.

(ii) Class B Nonvoting Common Shares. Except as otherwise expressly provided by law, the holders of Class B Nonvoting Common shares shall have no voting rights and shall not be entitled to notice of meetings of shareholders, and the exclusive voting power with respect to the Corporation shall be vested in the holders of voting common shares.

(b) Corporate Liquidation and Dissolution. In the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of record of the common stock shall be entitled to receive distribution, ratably, of the remaining assets of the Corporation.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

(d) Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of the Corporation as they may see fit.

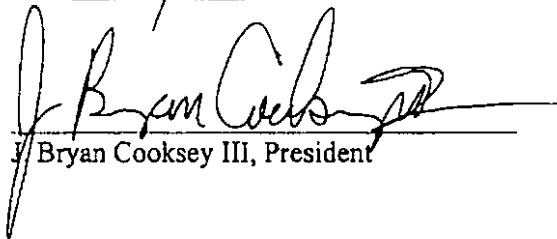
(e) Approval of Shareholders Required for Merger or Acquisition. Any plan of merger, or consolidation, or acquisition of the Corporation shall require the approval of the shareholders voting a majority of the Class A Voting Common shares in every case, whether or not such approval is required by law.

2. Each share of common stock issued and outstanding as of the date hereof shall be converted into one (1) share of Class A Voting Common stock and one hundred (100) shares of Class B Nonvoting Common stock, upon the filing of these Articles of Amendment with the Secretary of State, State of Florida.

3. The foregoing amendment was adopted by all of the directors and shareholders of the Corporation on 21<sup>st</sup> July, 2018.

4. The foregoing amendment shall become effective when filed with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment as of this 21<sup>st</sup> day of July, 2018.

  
Bryan Cooksey III, President



## PLAN OF RECAPITALIZATION

1. Present Capitalization. The aggregate number of shares that McCall Service, Inc., a Florida corporation (the "*Corporation*"), is authorized to issue is Two Thousand Five Hundred (2,500) common shares, \$100.00 per share par value, of which 500.00 are issued, fully paid, and outstanding in the hands of the following shareholders:

<u>Name</u>	<u>Number of Shares</u>
J. Bryan Cooksey III	166.6667
David R. Cooksey	166.6667
John S. Cooksey	<u>166.6667</u>
<b>TOTAL</b>	<b>500.0001</b>

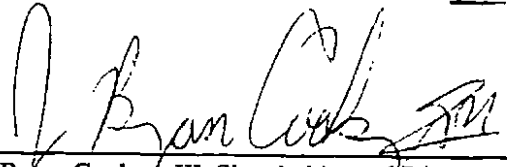
2. Recapitalization. The Articles of Incorporation of the Corporation, as amended, shall be amended to abolish the class of common shares which is currently outstanding, and in the place of the class of common shares, to authorize the Corporation to issue up to two thousand five hundred (2,500) shares of a class of voting common shares with a par value of \$1.00 per share designated as Class A Voting Common shares and to issue up to two hundred fifty thousand (250,000) shares of a class of nonvoting common shares with no par value designated as Class B Nonvoting Common shares. Following this amendment to the Articles of Incorporation, as amended, the outstanding common stock having a par value of \$100.00 per share shall be surrendered so that the current holder of such shares would receive, in exchange for each common share, one (1) share of Class A Voting Common stock, and one hundred (100) shares of Class B Nonvoting Common stock. Following the exchange of old common for new Class A Voting Common and Class B Nonvoting Common stock, pursuant to this Plan of Recapitalization, the aggregate number of issued and outstanding shares of stock of the Corporation shall be as follows:

<u>Name</u>	<u>Number of Shares</u>	
	<u>Class A Voting</u>	<u>Class B Nonvoting</u>
J. Bryan Cooksey III	166.6667	16,666.67
David R. Cooksey	166.6667	16,666.67
John S. Cooksey	<u>166.6667</u>	<u>16,666.67</u>
<b>TOTAL</b>	<b>500.0001</b>	<b>50,000.01</b>

3. Expenses. The expense in carrying out this Plan of Recapitalization shall be paid by the Corporation.

4. Effective Date. The Plan of Recapitalization is to become effective upon the issuance by the Secretary of State of Florida of a certificate of amendment with respect to the proposed amendment to the Articles of Incorporation of the Corporation.

IN WITNESS WHEREOF, this Consent has been executed effective as of the 21<sup>st</sup> day of July, 2018.

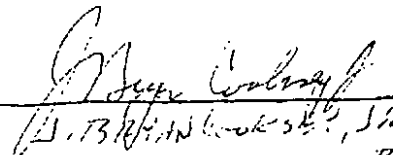
  
J. Bryan Cooksey III, Shareholder and Director

  
David R. Cooksey, Shareholder and Director

  
John S. Cooksey, Shareholder and Director

  
Catherine Patton, Director

  
Beverly Mulholland, Director

  
J. Bryan Cooksey III, SR  
CHAIRMAN OF THE BOARD

**A RESOLUTION OF THE BOARD OF DIRECTORS**  
**OF MCCALL SERVICE, INC.**

**WHEREAS**, the Board of Directors ("Board") of McCall Service, Inc. ("Company") met and held the Company's annual meeting on July 21, 2018 to consider matters before the Board; and

**WHEREAS**, the Board considered that certain Joint Action in lieu of Special Meeting of the Shareholders and Board of Directors of McCall Service, Inc., attached hereto as **Exhibit A**, regarding that certain amendment to the Articles of Incorporation of McCall Service, Inc., as amended from time to time ("Articles of Amendment"); and

**WHEREAS**, the Board received the resignation of J. Bryan Cooksey, Jr. as Chairman of Board effective July 31, 2018 ("J. Bryan Cooksey, Jr. Resignation") and considered appointing J. Bryan Cooksey, Jr. as Chairman Emeritus to assist the Board and the Company in an advisory capacity ("Chairman Emeritus Appointment"); and

**WHEREAS**, the Board received the resignation of Beverly Mulholland as a member of the Board effective July 31, 2018 ("Beverly Mulholland Resignation"); and

**WHEREAS**, the Board received the resignation of Catherine Patton as a member of the Board effective July 31, 2018 ("Catherine Patton Resignation" and collectively with the Beverly Mulholland Resignation and J. Bryan Cooksey, Jr. Resignation referred to as the "Board Resignations"); and

**WHEREAS**, the Board considered reducing the number of board seats on the Board from seven (7) to three (3) effective August 1, 2018 ("Board Reorganization"); and

**WHEREAS**, the Board nominated J. Bryan Cooksey III to serve as Chairman of the Board, David R. Cooksey to serve as Treasurer of the Board effective August 1, 2018; and John S. Cooksey to serve as Secretary of the Board, all effective as of August 1, 2018 ("Board Nominations"); and

**WHEREAS**, the Board believes it is in the best interest of the Company to: (i) approve and adopt the Articles of Amendment; (ii) accept the Board Resignations; (iii) approve the Chairman Emeritus Appointment; (iv) approve the Board Reorganization; and (v) approve the Board Nominations (collectively, "Board Actions") and to authorize the officers of the Company to execute any and documents necessary to effectuate the Board Actions.

**NOW, THEREFORE, BE IT RESOLVED**, that the Company is authorized to effectuate the Board Actions; and

**BE IT FURTHER RESOLVED**, that the Board authorizes that the President or a Vice President of the Company may execute the Articles of Amendment and all other documents necessary to effectuate its implementation; and

**BE IT FURTHER RESOLVED**, that the Board accepts the Board Resignations, which shall be effective as of July 31, 2018; and

**BE IT FURTHER RESOLVED**, that the Board approves the Chairman Emeritus Appointment, which shall be effective as of July 31, 2018; and

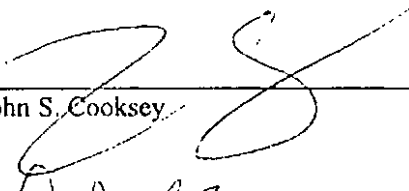
**BE IT FURTHER RESOLVED**, that the Board approves the Board Reorganization, which shall be effective as of August 1, 2018; and

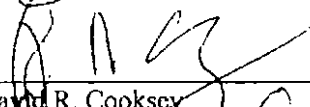
**BE IT FURTHER RESOLVED**, that the Board approves the Board Nominations, which shall be effective as of August 1, 2018; and

**BE IT FURTHER RESOLVED**, that any and all action heretofore taken or caused to be taken by any officer of the Company, consistent with the tenor and purport of the Board Actions and this Resolution are hereby ratified, confirmed and approved in all respects for and on behalf of the Company.

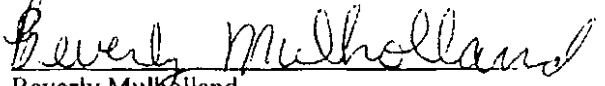
**IN WITNESS WHEREOF**, this Resolution has been adopted as of this 21st day of July, 2018 and each of the Board Actions shall be effective as of the respective dates set forth herein.

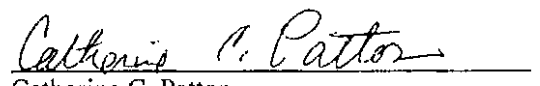
Approved:

  
\_\_\_\_\_  
John S. Cooksey

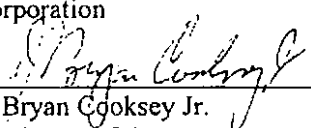
  
\_\_\_\_\_  
David R. Cooksey

  
\_\_\_\_\_  
J. Bryan Cooksey III

  
\_\_\_\_\_  
Beverly Mulholland

  
\_\_\_\_\_  
Catherine C. Patton

**MCCALL SERVICE, INC.**, a Florida corporation

  
\_\_\_\_\_  
J. Bryan Cooksey Jr.  
Chairman of the Board

**Exhibit A: Joint Action in lieu of Special Meeting of the Shareholders and Board of Directors of McCall Service, Inc.**