

140673

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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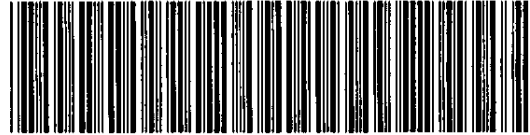
(Business Entity Name)

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Amend

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Chastain-Skillman, Inc.

DOCUMENT NUMBER: 160673

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

Please return all correspondence concerning this matter to the following:

Justin P. Callaham

Name of Contact Person

Clark, Campbell, Lancaster & Munson, P.A.

Firm/ Company

500 South Florida Avenue, Suite 800

Address

Lakeland, Florida 33801

City/ State and Zip Code

jcallaham@clarkcampbell-law.com

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

For further information concerning this matter, please call:

Justin P. Callaham

Name of Contact Person

at (863) 647-5337

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2015 JUN 23 PM 4:48

Articles of Amendment
to
Articles of Incorporation
of

Chastain-Skillman, Inc.

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

160673

(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:

N/A

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)

N/A

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 N/A

(Florida street address)

New Registered Office Address: _____, Florida _____
(City) (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

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

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.

Example:

☒ Change PT John Doe

☒ Remove V Mike Jones

☒ Add SV Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <input checked="" type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	D	James R. Chastain, Jr.	1026 E. Highland Dr. Lakeland, Florida 33813
2) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	P/D	James R. Chastain, III	4705 Old Highway 37 Lakeland, Florida 33813
3) <input checked="" type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	S/D	Greg J. Lassi	2033 High Vista Dr. Lakeland, Florida 33813
4) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	VP/D	Stephen D. McConn	4705 Old Highway 37 Lakeland, Florida 33813
5) <input checked="" type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	VP/D	Wallace R. Cauthan	9641 Alturas-Babson Park Cut-Off Rd Bartow, Florida 33830
6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove			

E. If amending or adding additional Articles, enter change(s) here:
(Attach additional sheets, if necessary). (Be specific)

See attached.

F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares,
provisions for implementing the amendment if not contained in the amendment itself:
(if not applicable, indicate N/A)

N/A

EXHIBIT "A"

PLAN OF RECAPITALIZATION OF

CHASTAIN-SKILLMAN, INC.

DATED EFFECTIVE: July 1, 2015

SECTION 1. PURPOSES OF RECAPITALIZATION

A majority of the stockholders of CHASTAIN-SKILLMAN, INC., a Florida corporation (the "Company"), desire to recapitalize in order to facilitate transfers of stock to employees of the Company. Such transfers will enhance the stability and continuity of the Company and its management and policies.

SECTION 2. PRESENT CAPITALIZATION

The Company is currently authorized to issue one hundred (100) shares of stock, each with a par value of \$100.00 (each, an "Existing Share" and together the "Existing Shares"). The number of Existing Shares that are currently issued and outstanding is 45.948.

SECTION 3. PLAN OF RECAPITALIZATION

- 3.1 *Articles of Amendment.* Articles of Amendment shall be filed on behalf of the Company with the Secretary of State of the State of Florida, pursuant to which the Company shall be authorized to issue 100,000 shares of common stock in and to the Company, each with a par value of \$0.10.
- 3.2 *Rights of Shares.* All shares of stock shall have identical dividend and liquidation rights in the profits and assets of the Company. Furthermore, each share of stock shall have identical voting rights.
- 3.3 *Conversion of Shares.* On the effective date of this recapitalization, each of the Existing Shares shall, by virtue of the recapitalization and without any action on the part of the stockholders or the Company, be deemed to have been converted to one thousand (1,000) shares of stock in and to the Company. All Existing Shares shall be deemed to have been canceled on the effective date of this recapitalization.
- 3.4 *Issuance of Share Certificates.* On or after the effective date of this recapitalization, the Company shall, upon receipt from a stockholder of a properly endorsed certificates representing Existing Shares owned by such stockholder, issue to the stockholder certificates representing one thousand (1,000) shares of stock in and to the Company for each Existing Share represented by the surrendered certificate(s).

SECTION 4. APPROVAL BY STOCKHOLDERS

If the Board of Directors of the Company (the "Board") approves this plan of recapitalization, the Board shall submit this plan to the stockholders of the Company for their approval.

SECTION 5. EFFECTIVE DATE

If a majority of the stockholders of the Company approve this plan of recapitalization, the Company shall file articles of amendment with the Secretary of State for the State of Florida. The recapitalization shall become effective the 1st day of July 2015.

SECTION 6. TAX EFFECT

The Company and its stockholders intend that this recapitalization qualify as a tax-free reorganization within the meaning of IRC §368(a)(1)(E).

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

Effective date if applicable: July 1, 2015
(no more than 90 days after amendment file date)

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 _____

Signature _____

(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)

James R. Chastain, III

(Typed or printed name of person signing)

President of Chastain-Skillman, Inc.

(Title of person signing)