

250705

(Requestor's Name)

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☐ PICK-UP

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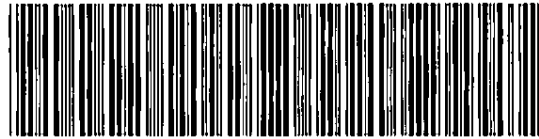
(Business Entity Name)

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MAR 18 2020

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Old Florida Investments, Inc.

Signature _____

Requested by: Seth

03/13/20

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

____ Art of Inc. File _____
____ LTD Partnership File _____
____ Foreign Corp. File _____
____ L.C. File _____
____ Fictitious Name File _____
____ Trade/Service Mark _____
____ Merger File _____
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____ Certificate of Fictitious Name _____
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____ UCC 11 Search _____
____ UCC 11 Retrieval _____
____ Courier _____

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: OLD FLORIDA INVESTMENTS, INC.

DOCUMENT NUMBER: 250705

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

Please return all correspondence concerning this matter to the following:

JOHN V. QUINLAN

Name of Contact Person

GREENE HAMRICK QUINLAN & SCHERMER, P.A.

Firm/ Company

601 12th Street West

Address

Bradenton, FL 34205

City/ State and Zip Code

JQuinlan@manateelegal.com

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

For further information concerning this matter, please call:

John V. Quinlan

at (941)

747-1871

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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
OLD FLORIDA INVESTMENTS, INC., A FLORIDA CORPORATION
DOCUMENT NUMBER 250705**

Pursuant to the provisions of Section 607.1006, and Section 607.0120, Florida Statutes, this Florida Profit Corporation adopts the following amendment to its Articles of Incorporation ("Amendment"):

1. The name of the corporation is OLD FLORIDA INVESTMENTS, INC., a Florida corporation ("Corporation").

2. The original Articles of Incorporation were filed with the Secretary of State of the State of Florida on August 29th, 1961, as amended by Amended Articles of Incorporation filed with the Secretary of State of the State of Florida on January 12, 1998, Amended Articles of Incorporation filed with the Secretary of State of the State of Florida on April 3, 2008, and Amended Articles of Incorporation were filed with the Secretary of State of the State of Florida on December 11, 2009, and with Articles of Merger filed with the Secretary of State of the State of Florida on February 13, 2019.

3. The Board of Directors of the Corporation has duly adopted a resolution dated February 20, 2020, setting forth a proposed amendment to the Articles of Incorporation of the Corporation splitting the common stock between voting and non-voting common stock and declaring said amendment to be advisable.

AMENDMENT

4. The provisions of Article III, as contained in the Corporation's Articles of Amendment to the Articles of Incorporation dated January 12, 1998, are hereby replaced. The new Article III reads in its entirety as follows:

Article III

The Corporation shall have the authority to issue a total of twenty two thousand (22,000) shares of common stock ("Common Stock"). The Common Stock shall consist of two separate classes of which two thousand (2,000) shares shall be designated as voting common stock, no par value (the "Class A Voting Common Stock"), and twenty thousand (20,000) shares shall be

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designated as non-voting common stock, no par value (the "Class B Non-Voting Common Stock").

Each Shareholder shall surrender their certificates representing outstanding common stock and shall receive in exchange for each share, and any fractional share, of the Company's outstanding common stock ("Original Shares"): (i) one (1) share, and an equal fractional share, of Class A Voting Common Stock; and (ii) ten (10) times the amount of such Original Shares in Class B Non-Voting Common Stock,, with no change in the voting power of any shareholder.

The preferences, limitations, and relative rights of the shares of the corporation are as follows:

(a) **Voting.** Each holder of Class A Voting Common Stock, as such, shall be entitled to one vote for each whole share of Class A Voting Common Stock held of record by such holder on all matters on which shareholders generally are entitled to vote. The holders of Class B Non-Voting Common Stock, as such, shall have no voting power and shall not be entitled to vote on any matter except as otherwise required by law or as otherwise expressly provided for herein.

(b) **Dividends and Liquidation.** Except as otherwise provided herein, Class B Non-Voting Common Stock shall in all other respects carry the same rights and privileges as Class A Voting Common Stock, including in respect of dividends and in respect of distributions upon any dissolution, liquidation or winding up of the Corporation, and shall be treated the same as Class A Voting Common Stock including in any merger, consolidation, share exchange, reclassification or other similar transaction.

5. The provisions relating to stock and annual meetings in Article XI, as contained in the Articles of Incorporation of Taylor & Fulton, Inc. dated August 25, 1961, are hereby removed. The new Article XI reads in its entirety as follows:

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JANUARY 17 2020

Article XI

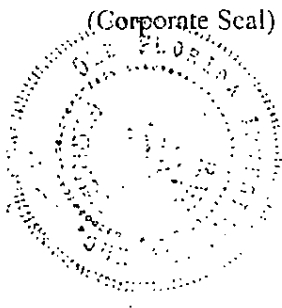
The affairs of this corporation shall be managed by a Board of Directors who shall be elected by the stockholders at each annual meeting of the stockholders or any special meeting called for that purpose the number of Directors may, by a majority vote, be increased to seven or decreased to any number not less than three. The Directors shall serve from the time of their election until the next annual meeting of the stockholders and the election and qualification of their successors. When a vacancy on the Board of Directors occurs other than by expiration of term, the remaining members of the Board, by majority vote, shall fill the vacancy.


The Board of Directors are authorized, without shareholder approval, to classify any unissued shares into one or more classes or into one or more series within a class; reclassify any unissued shares of any class into one or more classes or into one or more series within one or more classes; or reclassify any unissued shares of any series of any class into one or more classes or into one or more series within a class.

6. The Effective Date of this Amendment is March 17, 2020.

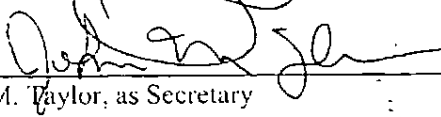
7. This Amendment was approved by the shareholders on March 17, 2020. The number of votes cast for the Amendment by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, the undersigned have executed this Amendment to Articles of Incorporation this March 17, 2020.





R. Jay Taylor, as President

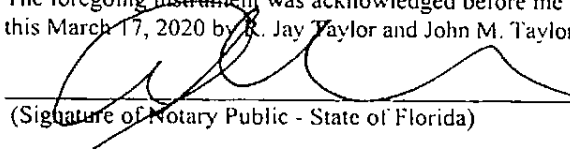


John M. Taylor, as Secretary

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STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization,
this March 17, 2020 by R. Jay Taylor and John M. Taylor.


(Signature of Notary Public - State of Florida)

ANISLEY MENA

(Print, Type, or Stamp Commissioned Name of Notary Public)

Personally Known ☒ or Produced Identification ☐

Type of Identification Produced _____



ANISLEY H. MENA
Commission # GG 267181
Expires July 23, 2021
Bonded Thru Budget Notary Services

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MANATEE COUNTY, FLORIDA