Nov. 13. 2009 3:11PM



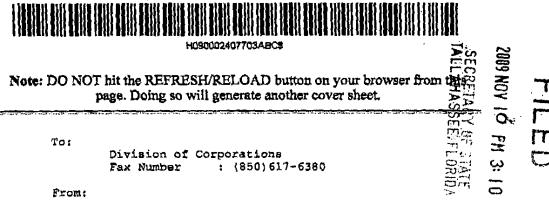
# Division of Corporations

# Florida Department of State

Division of Corporations Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H09000240770 3)))



Account Name : PORGES, HAMLIN, KNOWLES AND PROUTY, PA.

Account Number : 076077002227 : (941)748-3770 Phone : (941)746-4160 Fax Number

\*\*Enter the smail address for this business entity to be used for future annual report mailings. Enter only one email address please. \*\*

Thayes@deschampsgregory.com Email Address:

# COR AMND/RESTATE/CORRECT OR O/D RESIGN DES CHAMPS & GREGORY, INC.

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$52.50

AHA:

Electronic Filing Menu Corporate Filing Menu

Help

https://efile.sunbiz.org/scripts/efilcovr.exe

Fax Server

850-617-6381

11/13/2009 2:58:24 PM PAGE 1/001



November 13, 2009

FLORIDA DEPARTMENT OF STATE

Division of Corporations

DES CHAMPS & GREGORY, INC. 1812 MANATEE AVENUE W. BRADENTON, FL 34205

SUBJECT: DES CHAMPS & GREGORY, INC.

REF: 276973

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey Regulatory Specialist II

FAX Aud. #: H09000240770 Letter Number: 409A00035552

FILED P. 2

2009 NOV 10 PM 3: 10

FAX AUDIT NE GREGO 340770 3

FAX AUDIT NO.: H09000240770 3

# RESTATED ARTICLES OF INCORPORATION OF DES CHAMPS & GREGORY, INC.

We, the undersigned President/Secretary and Chief Executive Officer, respectively, of DES CHAMPS & GREGORY, INC., a Corporation organized under the Laws of the State of Florida, hereby certify that the following Restated Articles of Incorporation of DES CHAMPS & GREGORY, INC., were adopted by all of the Directors and Shareholders of said Corporation on November 6, 2009:

## ARTICLE J. NAME

The name of this corporation is DES CHAMPS & GREGORY, INC.

#### ARTICLE II. PRINCIPAL OFFICE

The mailing address and principal place of business of the corporation is 1812 Manatee Avenue West, Bradenton, FL 34205.

#### ARTICLE III. COMMENCEMENT & DURATION

This corporation's existence commenced on December 31, 1963. This corporation's duration shall be perpetual.

# ARTICLE IV. PURPOSE

The general purposes for which the corporation is organized are the following:

- A: To engage in and transact any lewful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.
- B. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

#### ARTICLE V. CAPITAL STOCK

This corporation shall have the authority to issue 100 shares of no par value voting common capital stock and 100 shares of no par value non-voting common capital stock.

PREPARED BY:
Gregory J. Porges, Esq.(Bar No.: 0120348)
Porges, Hamlin, Knowles & Prouty, P.A.
1205 Manatee Avenue West
Bradenton, Florida, 34205
(941)748-3770

FAX AUDIT NO.: H09000240770 3

# ARTICLE VI. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

## ARTICLE VII. INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's registered office is: 1812 Manatee Avenue West, Bradenton, FL 34205.

The name of the individual who serves as this corporation's registered agent at that address is: THOMAS R. HAYES.

#### ARTICLE VIII. SHAREHOLDERS AND DIRECTORS

The names and addresses of the current Shareholders and Directors are:

W. Stuart Gregory 2305 Riverview Boulevard Bradenton, FL 34205

Thomas R. Hayes 39 Michiana Drive Terra Cela, FL 34250 Eric A. Gregory 3022 Phillips Road Parrish, FL 34219

#### ARTICLE IX. AMENDMENT OF ARTICLES

The power to adopt, alter, amend or repeal the Articles of Incorporation of this Corporation shall be vested in the Shareholders as reflected in the By-Laws of the Corporation and in accordance with the requirements of that certain Shareholders Agreement dated December 5, 1983, as amended and restated in its entirety on July 10, 2008, and as such Shareholders Agreement may be thereafter amended.

IN WITNESS WHEREOF, the undersigned have signed these Restated Articles of Incorporation on this 10 day of November 2009.

Eric A Gregory, President/Secretary

Thomas R. Hayes, Chief Executive

FAX AUDIT NO.: H09000240770 3

Officer

PREPARED BY:
Gregory J. Porges, Esq. (Bar No.: 0120348)
Porges, Hamilin, Knowles & Prouty, P.A.
1205 Manates Avenue West
Bradenton, Florida, 34205
(941)748-3770

FAX AUDIT NO.: H09000240770 3

FAX AUDIT NO.: H09000240770 3

# ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of DESCHAMPS & GREGORY, INC., which is contained in the foregoing Restated Articles of Incorporation. Pursuant to Section 807.0501(3), Florida Statutes (1998), I hereby state that I am familiar with and accept the duties, obligations and responsibilities as Registered Agent for said corporation.

DATED this 10 day of November 2009.

THOMAS R. HAYES, Registered Agent