

553055

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

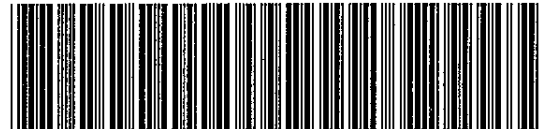
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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02/07/06--01058--006 **35.00

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FILED
06 FEB -7 AM 10:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: John R. Wood, Inc.

DOCUMENT NUMBER: 553055

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

Please return all correspondence concerning this matter to the following:

Jane E. Miller
(Name of Contact Person)

John R. Wood, Inc., Realtors
(Firm/ Company)

3255 Tamiami Trail North
(Address)

Naples, FL 34103
(City/ State and Zip Code)

For further information concerning this matter, please call:

Jane E. Miller at (239) 659-6150
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☒ \$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

John R. Wood, Inc.

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

553055

(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:

NEW CORPORATE NAME (if changing):

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

1) Amended to an S Corporation. Accepted by Department of Treasury/Internal
Revenue Service. Date of IRS notice: 7/25/2005 (copy attached).

2) Officers Added: Patricia "Trish" Kelly - Vice President
Sergio Hernandez - Vice President AND Spencer Haynes - Vice President
Richard T. Sopher - Vice President AND Joyce Thralls - Vice President
Deborah Louise Gentry - Vice President

3) Deletions: Frank Petras (moving license back to BROKER SALES status)

(Attach additional pages if necessary)

If an amendment provides for 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)

SEE ABOVE

(continued)

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06 FEB -7 AM 10:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The date of each amendment(s) adoption: S Corp - 1/1/05

Effective date if applicable: 1/1/2005
(no more than 90 days after amendment file date)

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

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

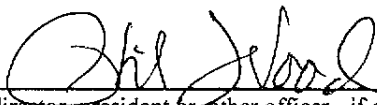
☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"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.

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)

Phillip R. Wood

(Typed or printed name of person signing)

President/Director

(Title of person signing)

FILING FEE: \$35

12595

SB M



Department of the Treasury
Internal Revenue Service

P O BOX 249
MEMPHIS TN

38101-0249

Date of this notice: JULY 25, 2005
Taxpayer Identifying Number: 59-1782528
Form: Tax Period:

262-840

For assistance you may
call us at:

1-800-829-0115

009886.208909.0031.001 1 MB 0.309 370



JOHN R WOOD INC
3255 TAMiami Trl N
NAPLES FL 34103-4106558

009886

NOTICE OF ACCEPTANCE AS AN S CORPORATION

WE HAVE ACCEPTED YOUR ELECTION TO BE TREATED AS AN S CORPORATION WITH AN ACCOUNTING PERIOD OF DECEMBER BEGINNING JAN. 1, 2005.

WE WOULD ALSO LIKE TO TAKE THIS OPPORTUNITY TO INFORM YOU OF YOUR TAX OBLIGATIONS RELATED TO THE PAYMENT OF COMPENSATION TO SHAREHOLDER-EMPLOYEES OF S CORPORATIONS.

WHEN A SHAREHOLDER-EMPLOYEE OF AN S CORPORATION PROVIDES SERVICES TO THE S CORPORATION, REASONABLE COMPENSATION GENERALLY NEEDS TO BE PAID. THIS COMPENSATION IS SUBJECT TO EMPLOYMENT TAXES.

TAX PRACTITIONERS AND SUBCHAPTER S SHAREHOLDERS NEED TO BE AWARE THAT REVENUE RULING 74-44 STATES THAT THE INTERNAL REVENUE SERVICE (IRS) WILL RE-CHARACTERIZE SMALL BUSINESS CORPORATION DIVIDENDS PAID TO SHAREHOLDERS AS SALARY WHEN SUCH DIVIDENDS ARE PAID TO THE SHAREHOLDERS IN LIEU OF REASONABLE COMPENSATION FOR SERVICES.

THE IRS MAY ALSO RE-CHARACTERIZE DISTRIBUTIONS OTHER THAN DIVIDEND DISTRIBUTIONS AS SALARY. THIS POSITION HAS BEEN SUPPORTED IN SEVERAL RECENT COURT DECISIONS.

IF YOU HAVE ANY QUESTIONS ABOUT THIS NOTICE OR THE ACTION WE HAVE TAKEN, PLEASE CALL US AT THE TELEPHONE NUMBER LISTED ABOVE. IF YOU PREFER, YOU MAY WRITE TO US AT THE ADDRESS SHOWN AT THE TOP OF THIS NOTICE. IF YOU WRITE TO US, PLEASE PROVIDE YOUR TELEPHONE NUMBER AND THE MOST CONVENIENT TIME FOR US TO CALL SO WE CAN RESOLVE YOUR INQUIRY. PLEASE RETURN THE BOTTOM PART OF THIS NOTICE TO HELP US IDENTIFY YOUR CASE.

RETURN THIS PART TO US WITH YOUR CHECK OR INQUIRY
YOUR TELEPHONE NUMBER BEST TIME TO CALL

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200528

29953-580-06805-5

INTERNAL REVENUE SERVICE
P O BOX 249
MEMPHIS TN 38101-0249

JOHN R WOOD INC
3255 TAMiami Trl N
NAPLES FL 34103-4106558

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SB