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SHICKETARY OF SHALL BUYISION OF CORPORATIONS

Amends

COVER LETTER

TO: Amendment Section Division of Corporations



NAME OF CORPORATION: Natural Resources Development Corporation			Corporation		
DOCUMENT NU		625389			
The enclosed Artic	les of Amendmen	at and fee are subm	itted for fili	ng.	
Please return all co	rrespondence con	cerning this matter	to the follo	wing:	
-			E. Reed		
		Name of C	ontact Person		
-		Firm/ (Company		
1705 Open Range Rd					
		Ad	dress		
-		 	ssville and Zip Code		
	E-mail addres	reedhomestead(ss: (to be used for futur	gmail.con e annual repor	1 t notification)	
For further informa	tion concerning th	his matter, please c	all:		
	David Reed	at		<i></i>	7-8184
Name o	of Contact Person		Area Code	& Daytime Tele	phone Number
Enclosed is a check	for the following	g amount made pay	able to the F	lorida Depart	ment of State:
\$35 Filing Fee	\$43.75 Filing I Certificate of S	Status (43.75 Filing F Certified Copy Additional cop		✓ \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed)
Mailing Ad Amendment Division of P.O. Box 63 Tallahassee,	Section Corporations 27	An Div Cli	eet Address endment Serision of Confton Buildin	ection rporations	

Tallahassee, FL 32301

Articles of Amendment to Articles of Incorporation of

Natural Resources Development Corporation (Name of Corporation as currently filed with the Florida Dept. of State) 625389

625389		
(Document Number of Corporat	tion (if known)	
Pursuant to the provisions of section 607.1006, Florida Status amendment(s) to its Articles of Incorporation:	tes, this Florida Profit Corporation adopts the	following
A. If amending name, enter the new name of the corporation	on:	
	The	
name must be distinguishable and contain the word "corpabbreviation "Corp.," "Inc.," or Co.," or the designation "C name must contain the word "chartered," "professional associations	Corp," "Inc," or "Co". A professional corpora	ation
B. Enter new principal office address, if applicable:	1705 Open Range Rd	SEI
(Principal office address <u>MUST BE A STREET ADDRESS</u>)	Crossville, TN 378555	11 SEP -7 PM 3: 22
		PH
C. Enter new mailing address, if applicable:		မှ နို
(Mailing address MAY BE A POST OFFICE BOX)	1705 Open Range Rd	22
	Crossville, TN 38555	
D. If amending the registered agent and/or registered office new registered agent and/or the new registered office ad		
Name of New Registered Agent: STEAKLEY	& SINGH, PA.	
1111 LINCO	LN ROAD, SUITE 400	
New Registered Office Address: (Flor	rida street address)	
MIAMI BEAC (City)		
New Registered Agent's Signature, if changing Registered A	Agent:	
I hereby accept the appointment as registered agent. I am fam	Niar with and accept the obligations of the positi	ion.
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)

<u>Title</u>	<u>Name</u>	Address	Type of Action
PD	David E. Reed	1705 Open Range RD Crossville. TN 38555	☑ Add ☐ Remove
CEODS	Steven S. Reed	263 David Atkins Lane Grandview, TN 37337	☑ Add □ Remove
PD	Rachel Honoshofsky	36740 Chapel Road Grafton, OH 44044	☐ Add ☐ Remove
Cour- Cannot there-	gor adding additional Articles, enter c tional sheets, if necessary). (Be specifical torder specifical Serve as Preside fore in contempt o- hibit (A) Proba-	ly says Rachelint, Herdesigna frourt's order	HonoShofsx tion is scattached
E×	hibit (B) Final	Judgement,	
provisions (if not	ndment provides for an exchange, recla for implementing the amendment if no applicable, indicate N/A) er specifically says Rachel Honosh	ot contained in the amendment it	self:
designation	is therefore in contempt of the cou	rt's direct-orders. (Attached)	
2. Shares fo	r corporation were issued pursuant	t to Order of Probate Court (a	Ехь: Бі+ А attached) as
follows: Dav	id Reed 50% and Scott Reed (50%	6). There is no designation o	of shares to
Rachel Hone	oshofsky directly or as descendant	. Any allegations of share en	titlement is
in contempt	of probate court direct orders.		

The date of each amendment(s) adoption: 9/02/11
(date of adoption is required)
Effective date if applicable: (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 statemen 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
selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)
Staron Staron Soft Read
(Typed or printed name of person signing) State Sectors
CEO, Director, Secetarý (Title of person signing)

Exhibit(A)

IN THE CIRCUIT COURT FOR MIAMI-DADE COUNTY, FLORIDA

IN RE: ESTATE OF CHARLES DOUGLAS REED

PROBATE DIVISION
Case No.: 03-2370 CP 02

Deceased.

INVENTORY

The undersigned personal representative of the ESTATE OF CHARLES DOUGLAS REED, deceased, who died on <u>July 4, 1980</u> and whose social security number is <u>415-74-7114</u> submits this inventory of all the property of the estate, that has come into the hands, possession, control, or knowledge of this personal representative:

PERSONAL PROPERTY WHEREVER LOCATED:

Description:

Estimated Fair Market Value

Shares of Natural Resources Development Corporation; Florida State ID# 6258389 to be split 50%/50% between David Ellis Reed, Personal Representative and Steven Scott Reed

Total Personal Property-Wherever Located

All real estate located outside the State of Florida owned by the decedent of which the personal representative is aware, if any, is described on a schedule attached hereto. [If none, so indicate] NONE

NOTICE: Each residuary beneficiary in a testate estate or heir in an intestate estate has the right to request a written explanation of how the inventory value of any asset was determined, including whether the personal representative obtained an independent appraisal for that asset and, if so, a copy of the appraisal. Any other beneficiary may request this information regarding all assets distributed to or proposed to be distributed to that beneficiary.

Under penalties of perjury, I declare that I have read the foregoing, and the facts alleged are true to the best of my knowledge and belief.

Executed this 18th day of Detember, 2010.

DAVID ELLIS REED, Personal Representative

JONATHAN M. DRUCKER, P.A.

2605 Ponce De Leon Blvd.

Coral Gables, FL 33134

Phone: (305) 441-7091 Fax: (305) 441-8166

Fax: (305) 441 By:

JONATHAN MORUCKER, ESQ.

ASSIGNMENT AND ASSUMPTION OF MEMBERSHIP INTEREST

THIS ASSIGNMENT AND ASSUMPTION OF SHARES OF STOCK (the "Assignment") is given of this 18th day of December, 2010 by and between David E. Reed, as Personal Representative of the Estate of Charles Douglas Reed, Deceased ("Assignor") and David E. Reed and Steven S. Reed ("Assignees").

RECITALS

- A. Assignor owns and holds one hundred percent (100%) shares of Natural Resources Development Corporation, a Florida Corporation (the "Corporation").
- B. Assignor desires to assign and transfer a one hundred percent (100%) of the shares of stock in the Corporation ("shares of stock") to Assignees, as part of the distributions of the Estate of Charles Douglas Reed, Deceased.

NOW THEREFORE, in consideration of the mutual covenants contained herein, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

- 1. The foregoing recitals are true, correct and complete and are incorporated by reference.
- 2. Assignor hereby assigns, transfers and conveys to the Assignees, and their heirs, personal representatives, successors and assigns, all of Assignor's right, title and interest in and to the following:

 1.) Fifty percent (50%) interest in the Corporation to David Reed
 - 2.) Fifty percent (50%) interest in the Corporation to Steven Reed
- 3. Assignor forever disclaims and hereby waives any and all claims or demands he may have against the Corporation, including but not limited to demands for distribution, a return of Capital Contributions and a return of payment relative to day-to-day operations or individual projects of the corporation.
- 4. Assignees hereby agree to be bound by the terms and provisions of the Operating Agreement and assume the obligations of the Assignor as a substitute member of the Corporation as of the date hereof.
 - 5. Assignor hereby represents and warrants to Assignees and the Corporation that:
 - a) Assignor is the owner and holder of the shares of stock and all rights relative thereto and has not assigned his voting rights, or contracted or agreed to sell, granted any options to purchase or right of first refusal or otherwise agreed to convey any of her rights with respect to the shares of stock.
 - b) The shares of stock are free and clear of all liens and encumbrances.

c) This Assignment has been duly authorized by all requisite probate and other actions and this Assignment is valid and legally binding on Assignor, enforceable against Assignor in accordance with its terms.

IN WITNESS WHEREOF, this Assignment has been executed as of the date set forth above.

ASSIGNOR:

ASSIGNEES:

David E Reed

David E. Reed, as Personal Representative of the Estate of Charles Douglas Reed, deceased

Steven S. Reed

IN RE: ESTATE OF

CHARLES DOUGLAS REED

Deceased.

PROBATE DIVISION

File No.: 03-2370-CP-02

WAIVER OF ACCOUNTING, PORTIONS OF PETITION FOR DISCHARGE, SERVICE OF PETITION FOR DISCHARGE; RECEIPT OF BENEFICIARY AND CONSENT TO DISCHARGE

(full waiver)

The undersigned, STEVEN SCOTT REED, whose address is 263 David Atkins Ln, Grandview, TN 37337, and who has an interest in the above estate as surviving son and beneficiary, hereby:

- a) Expressly acknowledges that the undersigned is aware of the right to have a final accounting;
- b) Waives the filing and service of a final or other accounting by the personal representative;
- c) Waives the inclusion in the Petition for Discharge of the amount of compensation paid or to be paid to the personal representative's, attorneys, accountants, appraisers, or other agents employed by the personal representative's, and the manner of determining that compensation;
- d) Expressly acknowledges that the undersigned has actual knowledge of the amount and manner of determining the compensation of the personal representative; has agreed to the amount and manner of determining such compensation, and waives any objections to the payment of such compensation.
 - e) Waives the inclusion in the Petition for Discharge of a plan of distribution;
- f) Waives service of the Petition for Discharge of the personal representative and all notice thereof upon the undersigned;

- g) Waives all objections to any accounting and to the Petition for Discharge;
- h) Acknowledges receipt of complete distribution of the share of the estate to which the undersigned was entitled;
- i) Consents to the entry of an order discharging the personal representative without notice, hearing or waiting period and without further accounting.

Signed on

Beneficiary

IN RE: ESTATE OF

CHARLES DOUGLAS REED

PROBATE DIVISION

Deceased.

File No.: 03-2370-CP-02

RECEIPT OF BENEFICIARY AND CONSENT TO DISCHARGE

The undersigned, STEVEN SCOTT REED, whose address is 263 David Atkins Ln, Grandview, TN 37337, hereby acknowledges having received from the personal representative of the above estate the following asset:

1. 50 % of the shares of Natural Resources Development Corporation, Florida State I.D. # 6258389

The undersigned acknowledges receipt of complete distribution of the share of the estate to which the undersigned was entitled, releases the personal representative from all further liability in connection with this estate, and consents to the entry of an order discharging the personal representative without notice, hearing, or waiting period and without further accounting.

Signed on 12-18-10

STEVEN SCOTT REED

IN THE CIRCUIT COURT OF THE ELEVENTH JUDICIAL CIRCUIT IN AND FOR MIAMI-DADE COUNTY, FLORIDA

IN RE: THE ESTATE OF CHARLES DOUGLAS REED Deceased.

CASE NO.: 03-2370-CP-02 PROBATE DIVISION

AFFIDAVIT OF NO FLORIDA ESATE TAX DUE

State of FLORIDA County of MIAMI-DADE

I, the undersigned, DAVID ELLIS REED, do hereby state:

- 1. I am the Personal Representative as defined in section 198.01 or s. 731.201, Florida Statues, as the case may be of the ESTATE OF CHARLES DOUGLAS REED.
- 2. The decedent referenced above, whose social security number is 415-74-7114 died on July 4, 1980 and was domiciled (as defined in s. 198.015, F.S.) at the time of death in the state of FLORIDA. On date of death, the decedent was a U.S. citizen.
- 3. A federal estate tax return (federal Form 706 or 706-NA) is not required to be filed for the estate.
- 4. The estate does not owe Florida estate tax pursuant to Chapter 198, F.S.
- 5. I acknowledge personal liability for distribution in whole or in part of any of the estate by having obtained release of such property from the lien of the Florida estate tax.

Under penalties of perjury, I declare that I have read this Affidavit and that the facts stated are true. Executed this 18 day of December

SWORN TO AND SUBSCRIBED before me this 18th

() Personally known to me (Produced identification

Type of identification

IN RE: ESTATE OF CHARLES DOUGLAS REED PROBATE DIVISION Case No.: 03-2370 CP 02

Deceased.

ORDER FOR DISCHARGE

On the Petition of David Ellis Reed, as personal representative of the estate of Charles Douglas Reed, deceased, the court finding that the estate has been fully administered and properly distributed that claims of creditors have been paid or otherwise disposed of, that the tax imposed by Chapter 198 of the Florida Statutes, if any, has been paid, and that the personal representative should be discharged, it therefore is

ADJUDGED that the personal representative is discharged, and the surety on the personal representative's bond, if any, is released from further liability.

ORDERED on	, 2011.	Cons
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		LAWD AN 25 OPY
	· .	Circuit A
	Circu	it Judge Court Judg ART
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IN RE: ESTATE OF

CHARLES DOUGLAS REED

PROBATE DIVISION

Deceased.

File No.: 03-2370-CP-02

LETTERS OF ADMINISTRATION

(co- personal representatives)

TO-ALL WHOM IT-MAY CONCERN

WHEREAS, CHARLES DOUGLAS REED, a resident of Miami-Dade County died on JULY 4, 1980 owning assets in the State of Florida, and

WHEREAS, <u>DAVID ELLIS REED</u> and <u>STEVEN SCOTT REED</u> have been appointed co-personal representatives of the estate of the decedent and has performed all acted prerequisite to issuance of Letters of Administration in the estate,

NOW, THEREFORE, I, the undersigned circuit judge, declare <u>DAVID ELLIS</u>

<u>REED</u> and <u>STEVEN SCOTT REED</u> duly qualified under the laws of the State of Florida to act as co-personal representatives of the estate of <u>CHARLES DOUGLAS REED</u>, deceased, with full power to administer the estate according to law; to ask, demand, sue for, recover and receive the property of the decedent; to pay the debts of the decedent as far as the assets of the estate will permit and the law directs; and to make distribution of the estate according to law.

THIS ESTATE MUSTISPEEDSEDA WITHIN 12 MONTOBINITWOTDADE

A.O. 20,

CONTESTED,

I, THE UNDERSIGNED, Deputy Clerk, Circuit Court, Dade County, Florida, DO'HEREBY CERTIFY the within and foregoing is a true and correct copy of the original as it appears on record and like in this office of the Circuit Court, Dade County, Florida, and that same is in full force and effect.

WITNESS my hand and Seal of the Circuity Court at Miami,
Florida, this 3 20 10 day of ______

HARVEY RUVIN, Clark, Circuit Court

Count Judge

64 10: NA



IN RE: ESTATE OF

CHARLES DOUGLAS REED

PROBATE DIVISION

Deceased.

File No.: 03-2370-CP-02

ORDER APPOINTING PERSONAL REPRESENTATIVE

(co-personal representatives)

On the petition of <u>DAVID ELLIS REED</u> and <u>STEVEN SCOTT REED</u> for the administration of the estate of <u>CHARLES DOUGLAS REED</u>, deceased, the court finding that the decedent died on <u>JULY 4, 1980</u>, and that <u>DAVID ELLIS REED</u> and <u>STEVEN SCOTT</u>

<u>REED</u> are entitled to be appointed as co-personal representatives by reason that they are the only heirs of decedent, the sole beneficiaries of decedent and are qualified to be co-personal representatives, it is

ADJUDGED that <u>DAVID ELLIS REED</u> and <u>STEVEN SCOTT REED</u> are appointed copersonal representatives of the estate of the decedent, and that upon taking the prescribed oath, filing designation and acceptance of resident agent, and entering into bond in the sum of

\$_____, letters of administration shall be issued.

DONE AND ORDERED in Chambers in Miami-Dade County, Florida on this

day of ________, 2010

THIS ESTATE MUST BE CLOSED WITHIN 12 MONTHS IF NOT

Circuit Court Judge

cc: Jonathan Drucker, Esq. (Counsel for David Ellis Reed and Steven Scott Reed)

STATE OF FLORIDA, COUNTY OF MIAMI-DADE

INFREBY CERTIFY that the furpacing 5 a me and correct copy of the

original on file in this office.

HARVEY RUVIN, CLERK of Circuit and County Counts

Deputy Clerk

Deputy Clerk

TERESITA PEREZ



IN RE: ESTATE OF

CHARLES DOUGLAS REED

PROBATE DIVISION

Deceased.

File No.: 03-2370-CP-02

PETITION FOR ADMINISTRATION

(intestate Florida resident – single petitioner)

Petitioners, DAVID ELLIS REED and STEVEN SCOTT REED allege:

- 1. Petitioners have an interest in the above estate as sons of the deceased. Petitioner, DAVID ELLIS REED's address is 1705 Open Range Road, Crossville, TN 38555, Petitioner, STEVEN SCOTT REED's address is 194 Cunningham Lan, Spring City, TN 37381 and the name and office address of petitioners' attorney are set for at the end of this petition.
- 2. Decedent, <u>CHARLES DOUGLAS REED</u>, v 10se last known address was 12405 NW 11th Avenue, <u>Miami FL 33168</u> and whose social security number is 415-74-7114 died on <u>JULY 4</u>, 1980 at <u>Miami-Dade County</u>, and on the date of death decedent was domiciled in <u>Miami-Dade</u> County.
- 3. So far as is known, the names of the beneficiaries of this estate and of the decedent's surviving spouse, if any, their addresses and relationships to decedent, and the dates of birth of any who are minors, are:

NAME	ADDRESS	RELATIONSHIP
1. David Ellis Reed	1705 Open Range Road, Crossville, TN	Son
2. Steven Scott Reed	194 Cunningham Lane, Spring City, YN	Son

- 4. Venue of this proceeding is in this county because the decedent was a resident of Miami-Dade County, Florida.
- 5. <u>DAVID ELLIS REED</u>, whose address is <u>1705 Open Range Road</u>, <u>Crossville</u>, <u>TN 38555</u>, and STEVEN SCOTT REED, whose address is <u>194 Cunningham Lane</u>, <u>Spring City</u>, <u>TN 37381</u> and

who are qualified under the laws of the State of Florida to serve as co-personal representatives of the decedent's estate is entitled to preference in appointment as co-personal representatives because they are the only heirs of decedent and the sole beneficiaries of decedent.

6. The nature and approximate value of the assets in this estate are less than \$50,000.00. The only known asset(s) are shares of stock in a closely held corporation. The corporation is possibly the owner of a piece of real property.

7. This estate N/A be required to file a federal estate tax return.

8. After the exercise of reasonable diligence, petitioners are unaware of any unrevoked wills or codicils of decedent.

9. Domiciliary probate proceedings N/A known to be pending in another state or country.

Petitioners request that <u>DAVID ELLIS REED</u> and <u>STEVEN SCOTT REED</u> be appointed co-personal representatives of the estate of the decedent.

Under penalties of perjury, I declare that I have read the foregoing, and the facts alleged are true, to the best of my knowledge and belief.

Signed on 6 - 19 - 2010

TRESCOTT, DRUCKER & SCHOEN, P.L.

Attorney s for Petitioner 2605 Ponce de Leon Boulevard Coral Gables, FL 33134

Telephone: (305) 441-7091 Facsimile: (305) 441-8166

Exhibit (B)

IN THE CIRCUIT COURT OF THE 17th JUDICIAL CIRCUIT, IN AND FOR BROWARD COUNTY, FLORIDA

SCOTT REED and DAVID REED.

CASE NO. CACE 06-09932 (02) JUDGE JOHN B. BOWMAN

Plaintiffs.

VS.

RACHEL HONOSHOFSKY,

Defendant.

CFN # 109368102

OR BK 47128 Pages 586 - 586

RECORDED 06/08/10 08:24:28

BROWARD COUNTY COMMISSION

DEPUTY SKERK 2090
#19, 1 Pages

CIRCUIT CIVIL-1

FINAL JUDGMENT

THIS CAUSE came before Court for non-jury trial on April 14, 2010 upon Plaintiffs' Complaint for Declaratory Judgment and Defendant's Answer and Affirmative Defenses thereto, the Court heard testimony from the parties and their witnesses, received documentary evidence and heard argument of counsel, and being otherwise fully advised in the premises, it is

ORDERED AND ADJUDGED as follows:

- 1. The incorporator of Natural Resources Development Corporation, a Florida corporation, a/k/a resources Development Corporation (hereinafter the "corporation"), had no authority to act on behalf of the corporation, and the Assignment of Shares of Stock dated June 24, 1981 to Defendant is of no force and effect.
- 2. The individuals making capital contributions to the corporation, and their respective interests in the 7,500 authorized and unissued common shares of stock of the corporation are as follows:

NAME

A. Charles Douglas Reed

B. Claude Reed

C. Lora Reed

SHARE

25% or 1,875 shares

50% or 3,750 shares

25% or 1.875 shares

3. The assignment of shares of stock to Defendant is of no effect.

4. Defendant's corporate authority to transfer property is lacking since there were no corporate notices, meetings or elections as required under Florida Statutes.

CFN # 109368103
OR BK 47128 Pages 587 - 588
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DEPUTY CLERK 2090
#20, 2 Pages



- 5. The Warranty Deed from the corporation to Defendant, RACHEL HONOSHOFSKY for parcel identified as Map 10, Parcel 29, dated February 5, 1999, recorded February 5, 1999, in Deed Book 297, Pages 492 493, of the Public Records of Rhea County, Tennessee and the Warranty Deed for parcel identified as Map 198 from the corporation to Defendant, RACHEL HONOSHOFSKY, dated February 5, 1999 recorded December 5, 2001, in Deed Book 1092, Pages 1297 1300, of the Public Records of Cumberland County, Tennessee, are both null and void.
- 6. Once it is determined who the heirs of the above-named deceased are, if any, the heirs may conduct corporate meetings to elect officers and directors.
- 7. The Court reserves jurisdiction of the parties and subject matter for the purpose of entering such other and further orders as the Court deems appropriate.

DONE AND ORDERED at Fort Lauderdale, Broward County, Florida on this <u>3rd</u> day of May, 2010.

JOHN B. BOWMAN CIRCUIT COURT JUDGE

Copies to: Counsel of Record



I hereby certify that the above and foregoing is a true copy of instrument filed in my office.

MARILYN BEUTTENMULLER, CLERK DISTRICT COURT OF APPEAL OF

FLORIDA, FOURTH DISTRICT