

637166

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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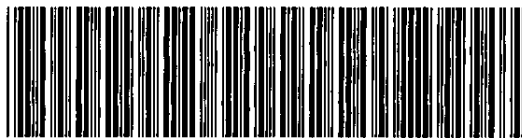
(Business Entity Name)

(Document Number)

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07 JUN -4 AM 8:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
SL

RUTHERFORD MULHALL

PROFESSIONAL ASSOCIATION
ATTORNEYS AND COUNSELORS AT LAW

WEST PALM BEACH OFFICE

PHILLIPS POINT, WEST TOWER, SUITE 1601

777 SOUTH FLAGLER DRIVE

WEST PALM BEACH, FL 33401

TELEPHONE: 561.820.9414

FACSIMILE: 561.835.3966

E-MAIL: info@rmlawyer.com

INTERNET: www.rmlawyer.com

REPLY TO: WEST PALM BEACH OFFICE

ALSO MEMBER:

- 1 CALIFORNIA BAR
- 2 COLORADO BAR
- 3 ILLINOIS BAR
- 4 KENTUCKY BAR
- 5 MASSACHUSETTS BAR
- 6 MICHIGAN BAR
- 7 NEW JERSEY BAR
- 8 PENNSYLVANIA BAR
- 9 WISCONSIN BAR

BOARD CERTIFIED:

- * BUSINESS LITIGATION
- ** CIVIL LITIGATION
- *** MARITAL AND FAMILY LAW
- **** REAL ESTATE

JOHN R. BANISTER ****
MANUEL FARACH * ****
ROBERT E. GEISLER 7 **
CAROLINE GOLDBAUM
ROSEMARIE W. GUERINI
KENNETH N. JOHNSON 9
CORINNE B. KAHN 7
STANLEY DALE KLETT, JR. *
JHAN THOMAS LENNON 5
RYLAND F. MAHATHEY 4
DEBORAH S. MARTIN 1
TRACY A. MITCHELL 3
JOHN T. MULHALL III 8
MARK L. NOWAK 5
ROBIN L. PEKKALA
ERSKINE C. ROGERS III ***
CHARLES E. RUTHERFORD 2, 6
PAUL B. SOPP 1
SAMUEL R. TROY
ROBERT L. WUNKER

May 30, 2007

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Amendments J. Palmer, Inc.
Document No. 627166

Enclosed please find the following:

- Executed Amendment Form for J. Palmer, Inc.
- Check for Filing Fee & Certificate of Status for \$43.75
- Copies of Unanimous Written Consent and Certificate of Secretary, J. Palmer, Inc.

Due to the recent passing of the President and Vice President and Directors of the Corporation, the remaining Directors have elected Dan Palmer to serve as President of the Corporation. The President of the Corporation has executed the enclosed Articles of Amendment to the Articles of Incorporation.

Please contact me should you have any questions regarding this matter.

Sincerely,


Jhan T. Lennon
For the Firm

Direct Dial->561.912.0251

Email->jlennon@rmlawyer.com

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: J. Palmer, Inc.

DOCUMENT NUMBER: 627166

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

Please return all correspondence concerning this matter to the following:

Stan D. Klett, Jr.
(Name of Contact Person)

Rutherford Mulhall, P.A.
(Firm/ Company)

PGA Financial Plaza, Suite 240 3399 PGA Blvd.
(Address)

Palm Beach Gardens, FL 33410-2804
(City/ State and Zip Code)

For further information concerning this matter, please call:

Stan D. Klett at (561) 691-8111
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|---|---|--|
| <input type="checkbox"/> \$35 Filing Fee | <input checked="" type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$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

J. Palmer, Inc.

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

FILED

07 JUN -4 AM 8:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

627166

(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)**

Amendment to Article Six of The Articles of
Incorporation of J. Palmer, Inc.

Daniel Z. Palmer Member of the Board of Directors
and President of J. Palmer, Inc.

(See Attached Unanimous Written Consent of Directors of J. Palmer, Inc.)

(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)

(continued)

The date of each amendment(s) adoption: May 25, 2007

Effective date if applicable: May 25, 2007
(no more than 90 days after amendment file date)

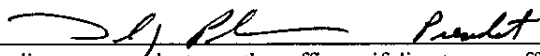
Adoption of Amendment(s) (CHECK ONE)

- ☐ 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)

DANIEL Z. PALMER

(Typed or printed name of person signing)

President

(Title of person signing)

FILING FEE: \$35

**UNANIMOUS WRITTEN CONSENT
OF
DIRECTORS
OF
J. PALMER, INC.**

THE UNDERSIGNED being all of the current Directors of J. PALMER, INC., a Florida corporation, authorized to transact business in the State of Florida, (the "Corporation"), pursuant to the provisions of Section 607.0821 of the Florida Business Corporation Act (the "Act"), hereby unanimously consent to the following action in lieu of a special meeting of the Board of Directors of the Corporation:

WHEREAS, the Shareholders, in lieu of receipt of the written notice required pursuant to Section 607.0822 of the Act, have executed the Waiver Of Notice in conformance with the requirements of Section 607.0823 of the Act, and such Waiver of Notice has been delivered to the Secretary of the Corporation for inclusion in the *Minute Book of the Corporation*; and

WHEREAS, recent tragic events have caused the loss of the President, a Vice-President and two Directors of the Corporation, and the remaining Directors deem it to be in the best interests of the Corporation to nominate a successor President; and

WHEREAS, the Directors, upon due consideration, have recommended Dan Palmer to serve as President of the Corporation.

NOW, IT IS THEREFORE RESOLVED, that, Dan Palmer be, and hereby is, elected to the office of President of the Corporation, to serve at the pleasure of the Board of Directors until his respective successor is chosen and qualified at the next annual meeting of the Board of Directors of the Corporation; and

IT IS FINALLY RESOLVED, that the Secretary of the Corporation is hereby directed to insert the Waiver of Notice of the Directors into the Minute Book directly following this Unanimous Written Consent of Directors.

DATED: This 25 day of May, 2007.



Dan Palmer, Director



Helen Palmer, Director

**WAIVER OF NOTICE
OF
DIRECTORS
OF
J. PALMER, INC.**

THE UNDERSIGNED being all of the current Directors of J. PALMER, INC., a Florida corporation, authorized to transact business in the State of Florida, (the "Corporation"), pursuant to Section 607.0823, Florida Statutes, hereby waive notice of the Special Meeting of the Board of Directors of the Corporation described in the attached Unanimous Written Consent of Shareholders and Directors of J. Palmer, Inc., dated of even date herewith.

DATED: This 25 day of May, 2007.



Dan Palmer, Director



Helen Palmer, Director

**CERTIFICATE OF SECRETARY
OF
J. PALMER, INC.**

I, Helen Palmer, Secretary of J. Palmer, Inc., a corporation organized under the laws of the State of Florida (the "Corporation") and ex-officio secretary of the Board of Directors of the Corporation, **DO HEREBY CERTIFY:**

that the current Directors of the Corporation adopted the attached resolutions by unanimous written consent on May 25 2007, which resolutions have not been altered or rescinded and remain in full force and effect.

IN WITNESS WHEREOF, I have hereunto set my hand as Secretary of said Corporation and affixed the Corporation's Seal as of this 25 day of May, 2007.

(SEAL)

Helen Palmer, Sec.
Helen Palmer, Secretary

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 25 day of May, 2007, by Helen Palmer, as Secretary of J. Palmer, Inc., a Florida corporation, on behalf of the corporation. Helen Palmer is personally known to me or produced _____ as identification and who did not take an oath.



Marcia L. Albrecht
Notary Public
Print Name: MARCIA L. ALBRECHT
My Commission Expires: