



694446

ACCOUNT NO. : 072100000032  
REFERENCE : 111453 9796A  
AUTHORIZATION :  
COST LIMIT : \$ PPD

ORDER DATE : January 25, 1999

ORDER TIME : 4:07 PM

ORDER NO. : 111453-005

800002754348--9  
-01/26/99--01005--004  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

CUSTOMER NO: 9796A

CUSTOMER: Ms. Katheryn O. Terwillinger  
Chesser Wingard Barr Whitney  
1201 Eglin Parkway

Shalimar, FL 32579

DOMESTIC AMENDMENT FILING

NAME: CENTURY 21 WILSON MINGER  
AGENCY, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS: \_\_\_\_\_

Sp 2/11/99  
Amended PIC

FILED  
99 JAN 25 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
99 JAN 25 PM 4:40  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

RECEIVED  
99 FEB 10 PM 3:17

DIVISION OF CORPORATION

January 26, 1999

CSC  
JANNA WILSON  
TALLAHASSEE, FL

SUBJECT: CENTURY 21 WILSON MINGER AGENCY, INC.  
Ref. Number: 694446

We have received your document for CENTURY 21 WILSON MINGER AGENCY, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Our records show the originally filed date as July 8, 1981. Please correct your document accordingly.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Teresa Brown  
Corporate Specialist

Letter Number: 399A00003356

**RESUBMIT**  
Please give original  
submission date as file date.

This document prepared by:  
D. Michael Chesser, Esq.  
Chesser, Wingard, Barr,  
Whitney, Flowers & Fleet, P.A.  
1201 Eglin Parkway  
Shalimar, FL 32579

FILED  
99 JAN 25 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION OF**

**CENTURY 21 WILSON MINGER AGENCY, INC.**

*Pursuant to the provisions of § 607.1006, Florida Statutes, this Florida Profit Corporation adopts the following Articles of Amendment to its Articles of Incorporation.*

These Articles of Amendment modify the corporate name and certain other provisions of Century 21 Wilson Minger Agency, Inc., [referred to herein as the "Corporation"] a Florida corporation, doing business in Okaloosa County, Florida. For the purpose of this Amendment, and at the time of the authorization of this Amendment, the Corporation has two Directors and two shareholders. The Corporation is owned by John W. Minger, Sr., and John W. Minger, Jr., who are its only Directors and shareholders. The shareholders and Directors have determined that it is in the Corporations best interest to change the name of the Corporation and to change certain other aspects of its corporate charter. That corporate charter as originally filed on July 8, 1981, and assigned Document No.: 694446, is therefore amended as follows:

**FIRST:** Amendments(s) adopted: (indicate article number(s) being amended, added or deleted).

**AMENDMENT ONE - ARTICLE I**

The corporate name is hereby amended to **Wilson Minger Agency, Inc.**, whose principal office and mailing address is 1350 E. John C. Sims Parkway, Niceville, Florida 32578.

**AMENDMENT TWO - ARTICLE VI**

The street address of the registered office of this corporation is hereby amended to 1350 E. John C. Sims Parkway, Niceville, Florida 32578, and the name of the Registered Agent of the Corporation is John W. Minger, Jr., whose address and the registered office address of the Corporation shall hereafter be: 1350 E. John C. Sims Parkway, Niceville, Florida 32578.

**AMENDMENT THREE - ARTICLE VII**

The Board of Directors of this Corporation is hereby dissolved. The corporation shall hereafter do business through its shareholders acting together. This Corporation shall have two shareholders. The number of shareholders may be either increased or diminished from time to time

by the bylaws but shall never be less than one. The names and addresses of the shareholders of this Corporation are:

|                     |                          |
|---------------------|--------------------------|
| John W. Minger, Sr. | 13 Kristin Circle        |
|                     | Niceville, Florida 32578 |

|                     |                          |
|---------------------|--------------------------|
| John W. Minger, Jr. | 344 Ruckel Drive         |
|                     | Niceville, Florida 32578 |

#### **AMENDMENT FOUR - ARTICLE VIII**

The name and address of the persons signing these articles are:

|                     |                          |
|---------------------|--------------------------|
| John W. Minger, Sr. | 13 Kristin Circle        |
|                     | Niceville, Florida 32578 |

|                     |                          |
|---------------------|--------------------------|
| John W. Minger, Jr. | 344 Ruckel Drive         |
|                     | Niceville, Florida 32578 |

#### **AMENDMENT FIVE - ARTICLE X**

The indemnification provisions of the corporate charter, being Article X of the charter is hereby added as follows:

(a) The corporation hereby indemnifies and agrees to hold harmless from claim, liability, loss or judgment any officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action, suit or proceeding by or on behalf of the corporation to procure a judgment in its favor), brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as officer, employee or agent of the corporation or any other corporation, partnership, joint venture, trust or other enterprise in which he served at the request of the corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and reasonably incurred as a result of such action, suit or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not create a presumption that any such officer did not act in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duties to the corporation.

(b) Any indemnification under paragraph (a) shall be made by the corporation only as authorized in the specific case upon a determination that amounts for which an officer seeks indemnification were properly incurred and that such officer acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made either (1) by the Shareholders by a majority vote of a quorum consisting of shareholders who were not parties to such action, suit or proceeding, or (2) by a majority vote of a quorum consisting of shareholders who were not parties to such action, suit or proceeding.

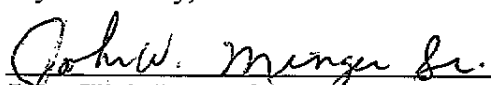
(c) The corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of paragraph (a) above upon a preliminary determination by the Shareholders that such person has met the applicable standards of conduct set forth in paragraph (a) above, and upon receipt of an undertaking by such person to repay all amounts expended by the corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the corporation as authorized in this article. If the corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event that the corporation elects to assume the defense of any such person and retains such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests between or among such person and other parties represented in the same action, suit or proceeding by the counsel retained by the corporation, that are, for valid reasons, objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this article.

(d) The foregoing rights of indemnification shall not be deemed to limit in any way the power of the corporation to indemnify under any applicable law.

#### EXECUTIVE STATEMENT

These amendments were adopted on January 28<sup>th</sup>, 1999, by unanimous vote of Directors and Shareholders, John W. Minger, Sr., and John W. Minger, Jr. The amendments were approved by the percentage of shareholders necessary under the Articles to execute such amendments.

IN WITNESS WHEREOF, the undersigned have made and subscribed of these Articles of Amendment to Articles of Incorporation at NICEVILLE, Florida on this 28<sup>th</sup> day of January, 1999.

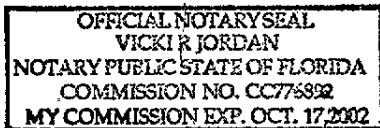
  
John W. Minger, Sr., Vice President  
and Shareholder

  
John W. Minger, Jr., President  
and Shareholder

STATE OF FLORIDA  
COUNTY OF OKALOOSA

**BEFORE ME**, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared **John W. Minger, Sr., and John W. Minger, Jr.**, known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

(Seal)



Vicki R. Jordan  
Notary Public

**ACCEPTANCE BY REGISTERED AGENT**

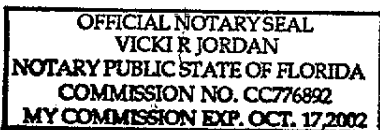
I, **JOHN W. MINGER, JR.**, having been named to accept service of process for the above stated Corporation, located at 1350 E. John C. Sims Parkway, Niceville, Florida 32578, hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

John W. Minger, Jr.  
**JOHN W. MINGER, JR.**  
Registered Agent

STATE OF FLORIDA  
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 28<sup>th</sup> day of January, 1999, by **John W. Minger, Jr.**, ☒ who is personally known to me or ☐ who produced his Florida drivers license as identification and who did not take an oath.

(Seal)



Vicki R. Jordan  
Notary Public

01/28/99 10:43 AM

I:kt/WilsonMinger/Amended Articles