

F0000000046Z

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

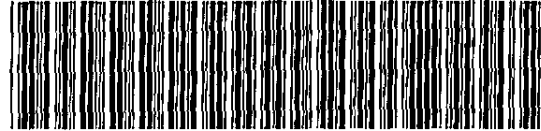
(Business Entity Name)

(Document Number)

Certified Copies ☒ Certificates of Status ☒

Special Instructions to Filing Officer:

Office Use Only



200042888722

*Amend
T. Lewis*

12/18/04 - 12/18/04 - 12/18/04

FILED
05 FEB -7 PM 2:00
COLUMBIA, MO

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: NEEL-SCHAFFER, INC.

(Name of corporation)

DOCUMENT NUMBER: F00000000462

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

SLADE F. EXLEY

(Name of person)

NEEL-SCHAFFER, INC.

(Name of firm/company)

P. O. BOX 22625

(Address)

JACKSON, MS 39225-2625

(City/state and zip code)

For further information concerning this matter, please call:

SLADE F. EXLEY

(Name of person)

at (601) 948-3071

(Area code & daytime telephone number)

Enclosed is a check for the following amount:



\$35.00 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
409 E. Gaines Street
Tallahassee, FL 32399



Neel-Schaffer, Inc.
P.O. Box 22625 / 39225-2625
666 North Street, Suite 201 / 39202
Jackson, MS
(601)948-3071
FAX (601)948-3178

February 4, 2005

Florida Department of State
ATTN: Thelma Lewis
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

REFERENCE: NEEL-SCHAFFER, INC.
ANNUAL REPORT AND AMENDMENT OF PURPOSE OF CORPORATION

Dear Ms. Lewis:

Enclosed are three documents as a follow-up to a submittal we made in December 2004. The first document is our annual report along with the \$150.00 filing fee. We are also requesting a Certificate of Status and have included the additional \$8.75 as indicated on the annual report form. This annual filing should take the place of the amendment to our officers and directors that I attempted to accomplish in my December submittal.

The other set of documents is for an amendment we must make to Neel-Schaffer's original filing (January 21, 2000) with the Secretary of State to become registered as a for profit foreign corporation in Florida. As I tried to explain to you on the phone back in December, Neel-Schaffer must amend its purpose of the corporation to specifically include "Architectural" services in order to become registered with the Florida Department of Business and Professional Regulation to offer and provide architectural services.

In the way of background information, when Neel-Schaffer, Inc. submitted its certificate of authority as a foreign corporation in 2000, we had no idea that we would one day have an architect as part of our firm. Through the purchase of the Florida based company WCG, Inc. in 2003 (which became a separate corporation titled WCG/Neel-Schaffer, Inc.) we acquired an architect on staff. Now that we have decided to consolidate these two corporations in Florida into our operations under the existing corporation name of Neel-Schaffer, Inc., we must now register again to offer architectural services under the corporate name of Neel-Schaffer, Inc. In order to accomplish this, our purpose of the corporation must include architectural services.

My dilemma has been that the instructions specifically state that the purpose of the corporation for a for profit foreign corporation cannot be changed while the Department of Business and Professional Regulation form to apply for architectural services states the purpose of the corporation must include architectural services. Somehow I must get this accomplished so we can continue to provide architectural services to our clients.

I have prepared a corporate resolution as an attachment to the amendment application. I have also enclosed a copy of our Articles of Amendment filed with the Mississippi Secretary of State's office to change our purpose of corporation in the State of Mississippi. If there is anything else you need or if there is a different process I need to follow to accomplish this requirement, please let me know. From your December 9, 2004 letter, I take it that our previously submitted funds are sufficient to accomplish this amendment.

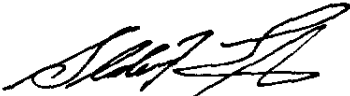
engineers • planners • ecologists • landscape architects • surveyors

Ms. Lewis
February 4, 2005
Page 2

I appreciate your help and patience with this request.

Sincerely,

NEEL-SCHAFFER, INC.

A handwritten signature in black ink, appearing to read 'Slade F. Exley', written in a cursive style.

Slade F. Exley, P.E.
Senior Vice President
Administration

Enclosures



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

December 9, 2004

SLADE F. EXLEY
NEEL SCHAFFER, INC.
P. O. BOX 22625
JACKSON, MS 39225-2625

SUBJECT: NEEL-SCHAFFER, INC.
Ref. Number: F00000000462

We have received your document for NEEL-SCHAFFER, INC. and check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Section 607.1622(7) or 617.1622(7), Florida Statutes, provides that a corporation can file an amended annual report. The enclosed form can be used for designating the current officers, directors, or registered agent or you have the option of filing online with a credit card at our website www.sunbiz.org.

The filing fee for the amended annual report is \$61.25. The \$52.50 previously submitted can be deducted from the filing fee when the document is returned with the balance of \$8.75.

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) 245-6905.

Thelma Lewis
Document Specialist Supervisor

Letter Number: 504A00068977

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F00000000462

(Document number of corporation (if known))

FILED
FEB 23
AM 2:32
TALLAHASSEE, FLORIDA

1. NEEL-SCHAFER, INC.

(Name of corporation as it appears on the records of the Department of State)

2. MISSISSIPPI

(Incorporated under laws of)

3. JANUARY 21, 2000

(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? _____

5. _____
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)


(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)


(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

SLADE F. EXLEY

(Typed or printed name of person signing)

2/4/05
(Date)

CORPORATE SECRETARY

(Title of person signing)

**CORPORATE RESOLUTION
OF
BOARD OF DIRECTORS
OF
NEEL SCHAFFER, INC.**

I, Slade F. Exley, hereby certify that I am the duly and qualified Secretary of Neel-Schaffer, Inc., a Mississippi Corporation; that the following is a true and correct copy of a resolution duly adopted by the Board of Directors of said corporation at a Special Meeting of the Board of Directors convened and held in said accordance with the bylaws on the 7th day of January 2005 at which a quorum was present and acting throughout and that said resolution is now in full force and effect:

WHEREAS, WCG/Neel-Schaffer, Inc., a Mississippi Corporation operating in the State of Florida and subsidiary of Neel-Schaffer Engineers and Planners, Inc., intends to consolidate its operations into Neel-Schaffer, Inc., a Mississippi Corporation and a subsidiary of Neel-Schaffer Engineers and Planners, Inc.; and

WHEREAS, Neel-Schaffer, Inc. is registered in the State of Florida as a foreign corporation effective January 21, 2000 (assigned document number F00000000462); and

WHEREAS, the purpose of the corporation (item 8 on the *Application For Foreign Corporation For Authorization to Transact Business in Florida*) for Neel-Schaffer, Inc. states "CONSULTING ENGINEERING"; and

WHEREAS, WCG/Neel-Schaffer, Inc. does offer and provide Architecture services to its clients in the State of Florida; and

WHEREAS, Neel-Schaffer, Inc. as a result of this corporate consolidation desires to also offer Architecture services in its Florida offices; and

WHEREAS, Neel-Schaffer, Inc. has amended its original purpose for organization with the Secretary of State's Office in the State of Mississippi to read "To provide professional consulting engineering, land surveying, environmental, planning, architectural and landscape architectural services"; and

WHEREAS, Neel-Schaffer, Inc. desires to amend its purpose for the corporation (Item 8) on its *Application By Foreign Corporation For Authorization to Transact Business in Florida* filed with the Secretary of State of the State of Florida January 21, 2000 from "CONSULTING ENGINEERING" to "To provide professional consulting engineering, land surveying, environmental, planning, architectural and landscape architectural services" in order to offer other professional services that Neel-Schaffer, Inc. has the capability to offer; and

WHEREAS, the State of Florida, Office of the Secretary of State, Division of Corporations, Amendment Section must be notified of any changes in the services offered by the corporation; and

WHEREAS, such notification should be made by way of a corporate resolution;

NOW, THEREFORE, The Board of Directors of Neel-Schaffer, Inc. hereby adopts the following resolution:


RESOLVED, that the Board of Directors of Neel-Schaffer, Inc., located at 666 North Street, Suite 201, Jackson Mississippi 39202, does hereby modify the purpose of the corporation as filed with the Secretary of State in the State of Florida to read:

"To provide professional consulting engineering, land surveying, environmental, planning, architectural and landscape architectural services"

Further, BE IT RESOLVED that in all other respects this corporation shall be and is hereby declared to be in all other respects the same.

IN WITNESS WHEREOF, I have affixed my name as Secretary of said corporation this 10th day of January 2005.

NEEL-SCHAFFER, INC.


Slade F. Exley
Secretary

(CORPORATE SEAL)


Barbara Breisch
Witness

F0012 - Page 1 of 3

OFFICE OF THE MISSISSIPPI SECRETARY OF STATE
P.O. BOX 136, JACKSON, MS 39205-0136 (601) 359-1333
Articles of Amendment



The undersigned persons, pursuant to Section 79-4-10.06 (if a profit corporation) or Section 79-11-305 (if a nonprofit corporation) of the Mississippi Code of 1972, hereby execute the following document and set forth:

1. Type of Corporation

☒ Profit ☐ Nonprofit

2. Name of Corporation

Neel-Schaffer, Inc.

3. The future effective date is
(Complete if applicable)

01/01/2005

4. Set forth the text of each amendment adopted. (Attach page)

5. If an amendment for a business corporation provides for an exchange, reclassification, or cancellation of issued shares, set forth the provisions for implementing the amendment if they are not contained in the amendment itself. (Attach page)

6. The amendment(s) was (were) adopted on

12/09/2004

Date(s)

FOR PROFIT CORPORATION (Check the appropriate box)

Adopted by ☐ the incorporators ☒ directors without shareholder action and shareholder action was not required.

FOR NONPROFIT CORPORATION (Check the appropriate box)

Adopted by ☐ the incorporators ☐ board of directors without member action and member action was not required.

FOR PROFIT CORPORATION

7. If the amendment was approved by shareholders

(a) The designation, number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the amendment, and the number of votes of each voting group indisputably represented at the meeting were

Designation	No. of outstanding shares	No. of votes entitled to be cast	No. of votes indisputably represented
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

001600100

OFFICE OF THE MISSISSIPPI SECRETARY OF STATE

P.O. BOX 136, JACKSON, MS 39205-0136 (601) 359-1333

Articles of Amendment



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(b) EITHER

(i) the total number of votes cast for and against the amendment by each voting group entitled to vote separately on the amendment was

Voting group	Total no. of votes cast FOR	Total no. of votes cast AGAINST

OR

(ii) the total number of undisputed votes cast for the amendment by each voting group was

Voting group	Total no. of undisputed votes cast FOR the plan

and the number of votes cast for the amendment by each voting group was sufficient for approval by that voting group.

FOR NONPROFIT CORPORATION**8. If the amendment was approved by the members**

(a) The designation, number of memberships outstanding, number of votes entitled to be cast by each class entitled to vote separately on the amendment, and the number of votes of each class indisputably represented at the meeting were

Designation	No. of memberships outstanding	No. of votes entitled to be cast	No. of votes indisputably represented

041600100

OFFICE OF THE MISSISSIPPI SECRETARY OF STATE

P.O. BOX 136, JACKSON, MS 39205-0136 (601) 359-1333

Articles of Amendment



(b) EITHER

(i) the total number of votes cast for and against the amendment by each class entitled to vote separately on the amendment was

Voting class	Total no. of votes cast FOR	Total no. of votes cast AGAINST
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

OR

(ii) the total number of undisputed votes cast for the amendment by each class was

Voting class	Total no. of undisputed votes cast FOR the amendment
<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>

and the number of votes cast for the amendment by each voting group was sufficient for approval by that voting group.

By: Signature

(Please keep writing within blocks)

Printed Name

Slade F. Exley

Title

Corp. Secretary

001009140

**CORPORATE RESOLUTION
FOR
ARTICLES OF AMENDMENT
STATE OF MISSISSIPPI
ARTICLES OF INCORPORATION
FOR
NEEL SCHAFER, INC.**

I, Slade F. Exley, hereby certify that I am the duly and qualified Secretary of Neel-Schaffer, Inc., a Mississippi Corporation; that the following is a true and correct copy of a resolution duly adopted by the Board of Directors of said corporation at a Special Meeting of the Board of Directors convened and held in said accordance with the bylaws on the 9th day of December 2004 at which a quorum was present and acting throughout and that said resolution is now in full force and effect:

WHEREAS, Neel-Schaffer, Inc. is in the process of consolidating the subsidiary company, WCG/Neel-Schaffer, Inc. in the state of Florida, into Neel-Schaffer, Inc.; and

WHEREAS, Neel-Schaffer, Inc. must become registered with the Florida Board of Architecture and Interior Design to offer architectural services the same as WCG/Neel-Schaffer, Inc. currently offers in the state of Florida; and

WHEREAS, Neel-Schaffer, Inc. must amend its articles of incorporation in the state of Florida as a foreign corporation to reflect that architectural services are offered; and

WHEREAS, in order to amend the Florida articles of incorporation to reflect that architectural services are offered, the Secretary of State of the State of Florida requires the articles of incorporation of the original incorporating state must reflect that architectural services are included in the articles of incorporation of the foreign corporation's original incorporation state; and

WHEREAS, in order for Neel-Schaffer, Inc. to comply with the requirements of the Secretary of State of the state of Florida, Neel-Schaffer, Inc. must amend its purposes for which the corporation is organized from the language as originally submitted to and approved by the state of Mississippi Secretary of State on February 4, 1983;

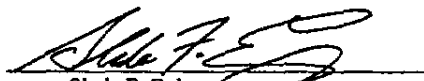
NOW, THEREFORE, The Board of Directors of Neel-Schaffer, Inc. hereby adopts the following resolution:

RESOLVED, that the Board of Directors of Neel-Schaffer, Inc., located at 666 North Street, Suite 201, Jackson Mississippi 39202, does hereby amend the corporation's original specific purpose or purposes for which the corporation is organized as stated in the February 4, 1983 Articles of Incorporation for the State of Mississippi to read :

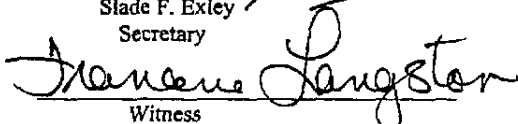
To provide professional consulting engineering, land surveying, environmental, planning, architectural and landscape architectural services.

IN WITNESS WHEREOF, I have affixed my name as Secretary of said corporation this 22nd day of December 2004.

NEEL-SCHAFER, INC.


Slade F. Exley
Secretary

(CORPORATE SEAL)


Francine Langston
Witness

041600100