

F040000004986

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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WAIT

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MAIL

(Business Entity Name)

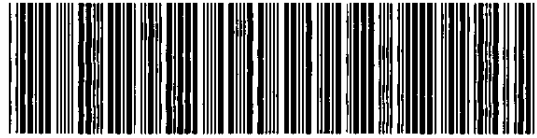
(Document Number)

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FILED

09 MAR 31 AM 9:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Roberts MAR 31 2009



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 11, 2009

MARY E. JONES
ELEY GUILD HARDY ARCHITECTS, PA
1091 TOMMY MUNRO DRIVE
BILOXI, MS 39532

SUBJECT: GUILD HARDY ARCHITECTS, PA
Ref. Number: F04000004986

We have received your document for GUILD HARDY ARCHITECTS, PA and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

A certificate or a document of similar import evidencing the amendment must be submitted with the application. The certificate should be authenticated as of a date not more than 90 days prior to delivery of the application to the Department of State by the Secretary of State or other official having custody of the records in the jurisdiction under the laws of which it is incorporated, formed, or organized. A translation of the certificate, under oath or affirmation of the translator, must be attached to a certificate which is not in English.

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) 245-6892.

Tina Roberts
Regulatory Specialist II

Letter Number: 809A00008406

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Guild Hardy Architects, PA
(Name of Corporation)

DOCUMENT NUMBER: F04000004986

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Mary E. Jones
(Name of Contact Person)

Eley Guild Hardy Architects, PA
(Firm/Company)

1091 Tommy Munro Drive
(Address)

Biloxi, MS 39532
(City/State and Zip Code)

For further information concerning this matter, please call:

Mary E. Jones at (228) 594-2323
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|---------------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------|
| <input type="checkbox"/> \$35.00 Filing Fee | <input 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

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)

F04000004986

(Document number of corporation (if known))

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Guild Hardy Architects, PA
(Name of corporation as it appears on the records of the Department of State)

2. Mississippi
(Incorporated under laws of)

3. 8/27/2004
(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? 9/5/2008

5. Eley Guild Hardy Architects, PA
(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)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

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

W. Taylor Guild, III
(Typed or printed name of person signing)

President
(Title of person signing)

**UNANIMOUS CONSENT TO ACTION BY THE DIRECTORS
AND SHAREHOLDERS OF GUILD HARDY ARCHITECTS, PA
IN LIEU OF A SPECIAL MEETING OF DIRECTORS**

The undersigned, constituting all of the Directors and Shareholders of Guild Hardy Architects, PA (the "Corporation"), a Mississippi professional corporation, do hereby, pursuant to Mississippi Code Annotated section 79-4-8.21, adopt the following resolutions in the name of and on behalf of the directors of the corporation, without the necessity of a meeting:

BE IT RESOLVED, that the Board of Directors does hereby adopt a proposal to amend the Articles of Incorporation to change the name of the Corporation to Eley Guild Hardy Architects, PA;

BE IT RESOLVED, that the Directors hereby submit said proposal to the Shareholders for their approval and hereby recommend to the Shareholders that the proposed amendment be approved;

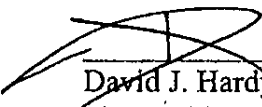
BE IT FURTHER RESOLVED, that the Shareholders approve the proposed amendment to the Articles of Incorporation as stated above;

BE IT FURTHER RESOLVED, that the President of the Corporation shall be and hereby is authorized and directed to execute Articles of Amendment to reflect the said name change, and to cause the same to be filed with the Mississippi Secretary of State.

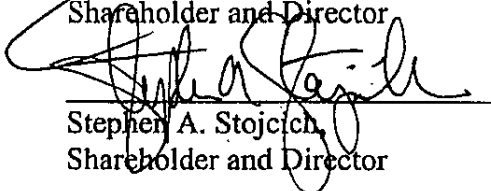
The undersigned, constituting all of the directors and shareholders of Guild Hardy Architects, PA have executed this unanimous consent to action as of the 26th day of September, 2008.




W. Taylor Guild, III,
Shareholder and Director



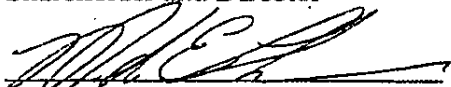
David J. Hardy,
Shareholder and Director



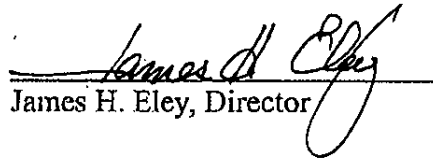
Stephen A. Stojich,
Shareholder and Director



Joseph B. Crain,
Shareholder and Director



Mark E. Lishen,
Shareholder and Director



James H. Eley, Director

State of Mississippi

Office of the Secretary of State

C. Delbert Hosemann, Jr., Secretary of State
Jackson, Mississippi

CERTIFICATE

I, C. DELBERT HOSEMAN, JR., Secretary of State of the State of Mississippi, and as such, the legal custodian of the corporate records, required by the laws of Mississippi, to be filed in my office, do hereby certify:

That on February 14, 1980, the State of Mississippi issued a Charter/Certificate of Authority to:

ELEY GUILD HARDY ARCHITECTS, PA

That the state of incorporation is MISSISSIPPI.

That the period of duration is perpetual.

That according to the records of this office, Articles of Dissolution or a Certificate of Withdrawal have not been filed.

That according to the records of this office, a current Annual Report has been delivered to the Office of the Secretary of State.

I further certify that all fees, taxes and penalties owed to this state, as reflected in the records of the Secretary of State, have been paid and that the corporation is in existence or has authority to transact business in Mississippi.



Given under my hand
and seal of office
March 19, 2009

C. Delbert Hosemann, Jr.

C. Delbert Hosemann, Jr.
Secretary of State

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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

Guild Hardy Architects, PA

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

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

9/26/2008

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
Common	1052	1052	1052

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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
Common Stock	1052	0

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

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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

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

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

W. Taylor Guild, III

Title

President

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**ATTACHMENT TO ARTICLES OF AMENDMENT
OF GUILD HARDY ARCHITECTS, PA**

The name of the Corporation is hereby amended to read as follows:

Eley Guild Hardy Architects, PA

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