

FD60000000191

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Mr. Wener gave  
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08 MAY 13 PM 3:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Name  
change

5/13

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Dynamic Designs & Architecture, Inc.  
(Name of Corporation)

**DOCUMENT NUMBER:** F06000000191

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Joseph H. Wener

(Name of Contact Person)

Couzens, Lansky, Fealk Ellis, Roeder & Lazar, P.C.

(Firm/Company)

39395 West Twelve Mile Road, Suite 200

(Address)

Farmington Hills, Michigan 48331

(City/State and Zip Code)

For further information concerning this matter, please call:

Joseph H. Wener

(Name of Contact Person)

at ( 248 ) 489-8600

(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  
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)**

F06000000191

(Document number of corporation (if known))

Dynamic Designs Inc. doing business in Florida as  
**Dynamic Designs & Architecture, Inc.**

1. \_\_\_\_\_  
(Name of corporation as it appears on the records of the Department of State)

2. Michigan  
(Incorporated under laws of)

3. January 10, 2006  
(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? March 19, 2008

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

Dynamic Designs & Architecture, P.C.  
(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)

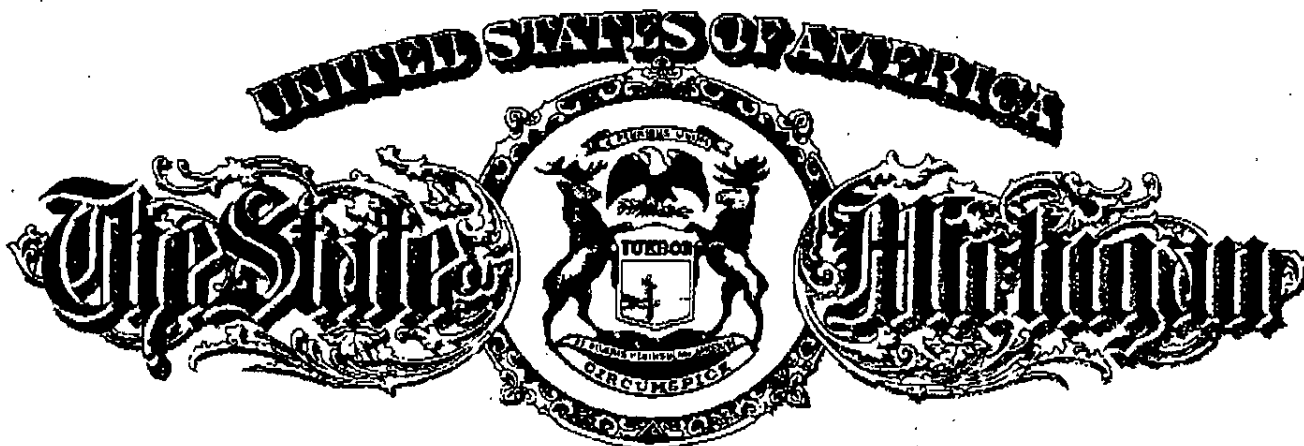
8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws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

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

Howard S. Ellman  
(Typed or printed name of person signing)

President  
(Title of person signing)

FILED  
08 MAY 13 PM 3:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



Michigan Department of Labor & Economic Growth

Lansing, Michigan

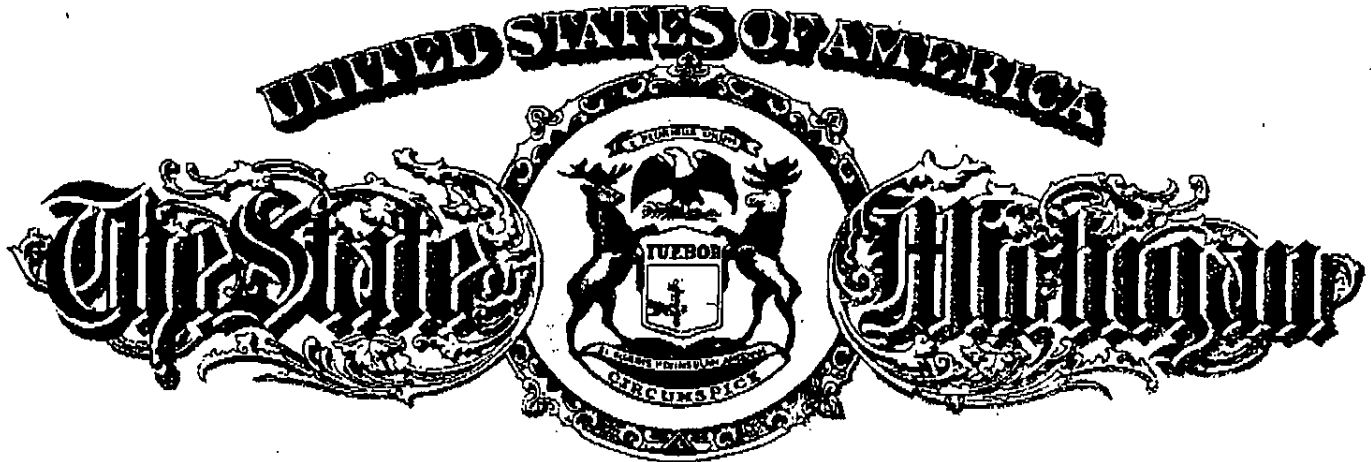
*This is to Certify that the annexed copy has been compared by me with the record on file in this Department and that the same is a true copy thereof.*

*This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.*

*In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 25th day of April, 2008*

*Andrew S. Mott*, Director

Bureau of Commercial Services



Michigan Department of Labor & Economic Growth

Lansing, Michigan

*This is to Certify That*

**DYNAMIC DESIGNS, P.C.**

*a Michigan profit corporation was validly incorporated on March 6, 1996, and said corporation is validly in existence under the laws of this state.*

*This certificate is issued pursuant to the provisions of 1972 PA 284, as amended, to attest to the fact that the corporation is in good standing in Michigan as of this date and is duly authorized to transact business and for no other purpose.*

*This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.*

*In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 25th day of April, 2008.*

*Andrew L. Mett*, Director

Bureau of Commercial Services

# ***Michigan Department of Labor & Economic Growth***

## ***Filing Endorsement***

***This is to Certify that the RESTATED ARTICLES OF INCORPORATION - PROFIT***

***for***

***DYNAMIC DESIGNS, P.C.***

***ID NUMBER: 376250***

***received by facsimile transmission on March 18, 2008 is hereby endorsed***

***Filed on March 19, 2008 by the Administrator.***

***The document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.***



***In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 19TH day of March, 2008.***

***, Director***

***Bureau of Commercial Services***

COUZENS, LANSKY  
COUZENS, LANSKY

Fax: 2484894156  
Fax: 2484894156

May 13 2008 12:22  
Mar 18 2008 12:31

P.05  
P.02

BCSDD-0104 (Rev. 12/05)

MICHIGAN DEPARTMENT OF LABOR & ECONOMIC GROWTH BUREAU OF COMMERCIAL SERVICES	
Date Received	(FOR BUREAU USE ONLY)
	This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.
Name: Maureen MacDonald Couzens, Lansky, et al.	
Address: 39395 West Twelve Mile Road, Suite 200	
City	State ZIP Code
Farmington Hills, Michigan	48331
Effective Date:	

Document will be returned to the name and address you enter above.  
If left blank document will be mailed to the registered office.

## RESTATED ARTICLES OF INCORPORATION

For use by Domestic Profit Corporations

(Please read information and instructions on the last page)

Pursuant to the provisions of Act 284, Public Acts of 1972, the undersigned corporation executes the following Articles:

1. The present name of the corporation is:	Dynamic Designs, Inc.
2. The identification number assigned by the Bureau is:	376250
3. All former names of the corporation are:	
4. The date of filing the original Articles of Incorporation was:	March 6, 1996

The following Restated Articles of Incorporation supersede the Articles of Incorporation as amended and shall be the Articles of Incorporation for the corporation and are filed for the purpose of changing from a Business Corporation subject to Act 284, P.A. of 1972, as amended to a Professional Service Corporation subject to Act 192, P.A. of 1962, as amended.

### ARTICLE I

The name of the corporation is:

Dynamic Designs, P.C.

### ARTICLE II

The corporation is organized for the sole and specific purpose of rendering the following professional service(s):

See attached Exhibit A

03/18/2008 1:23PM

BCS/CD-6100 (Rev. 12/05)

### ARTICLE III

The total authorized shares:

Common Shares 10,000 Preferred shares -0-

A statement of all or any of the relative rights, preferences and limitations of the shares of each class is as follows:

### ARTICLE IV

1. The address of the registered office is:

259 East Frank Street Birmingham, Michigan 48009  
(Street Address) (City) (ZIP Code)

2. The mailing address of the registered office, if different than above:

\_\_\_\_\_. Michigan \_\_\_\_\_  
(Street Address or P.O. Box) (City) (ZIP Code)

3. The name of the resident agent is: Howard S. Ellman

### ARTICLE V (Optional. Delete if not applicable)

When a compromise or arrangement or a plan of reorganization of this corporation is proposed between this corporation and its creditors or any class of them or between this corporation and its shareholders or any class of them, a court of equity jurisdiction within the state, on application of this corporation or of a creditor or shareholder thereof, or an application of a receiver appointed for the corporation, may order a meeting of the creditors or class of creditors or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or reorganization, to be summoned in such manner as the court directs. If a majority in number representing 3/4 in value of the creditors or class of creditors, or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or a reorganization, agree to a compromise or arrangement or a reorganization of this corporation as a consequence of the compromise or arrangement, the compromise or arrangement and the reorganization, if sanctioned by the court to which the application has been made, shall be binding on all the creditors or class of creditors, or on all the shareholders or class of shareholders and also on this corporation.

### ARTICLE VI (Optional. Delete if not applicable)

Any action required or permitted by the Act to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice, and without a vote, if consents in writing, setting forth the action so taken, are signed by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all shares entitled to vote on the action were present and voted. A written consent shall bear the date of signature of the shareholder who signs the consent. Written consents are not effective to take corporate action unless within 60 days after the record date for determining shareholders entitled to express consent to or to dissent from a proposal without a meeting, written consents dated not more than 10 days before the record date and signed by a sufficient number of shareholders to take the action are delivered to the corporation. Delivery shall be to the corporation's registered office, its principal place of business, or an officer or agent of the corporation having custody of the minutes of the proceedings of its shareholders. Delivery made to a corporation's registered office shall be by hand or by certified or registered mail, return receipt requested.

Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to shareholders who would have been entitled to notice of the shareholder meeting if the action had been taken at a meeting and who have not consented to the action in writing. An electronic transmission consenting to an action must comply with Section 407(3).



BCS000-0100 (Rev. 12/03)

ARTICLE VII

This corporation fully complies with the Professional Service Corporation Act. All shareholders are duly licensed or otherwise legally authorized to render one or more of the professional service(s) for which this corporation is organized unless otherwise provided in Section 4 of the Act.

5. COMPLETE SECTION (a) IF THE RESTATED ARTICLES WERE ADOPTED BY THE UNANIMOUS CONSENT OF THE INCORPORATOR(S) BEFORE THE FIRST MEETING OF THE BOARD OF DIRECTORS; OTHERWISE, COMPLETE SECTION (b). DO NOT COMPLETE BOTH.

a. ☐ These Restated Articles of Incorporation were duly adopted on the \_\_\_\_\_ day of \_\_\_\_\_ in accordance with the provisions of Section 642 of the Act by the unanimous consent of the incorporator(s) before the first meeting of the Board of Directors.

Signed this \_\_\_\_\_ day of \_\_\_\_\_

(Signatures of Incorporators; Type or Print Name Under Each Signature)

b. ☒ These Restated Articles of Incorporation were duly adopted on the 1st day of January, 2008, in accordance with the provisions of Section 642 of the Act and: (check one of the following)

☐ were duly adopted by the shareholders. The necessary number of shares as required by statute were voted in favor of these Restated Articles.

☐ were duly adopted by the written consent of the shareholders having not less than the minimum number of votes required by statute in accordance with Section 407(1) of the Act. Written notice to shareholders who have not consented in writing has been given. (Note: Written consent by less than all of the shareholders is permitted only if such provision appears in the Articles of Incorporation.)

☒ were duly adopted by the written consent of all the shareholders entitled to vote in accordance with section 407(2) of the Act.

☐ by consents given by electronic transmissions in accordance with Section 407(3).

Signed this 1st day of January, 2008

By \_\_\_\_\_

Howard S. Ellman  
(Signature of an authorized officer or agent)

Howard S. Ellman

(Type or Print Name)

03/18/2008 1:23PM

EXHIBIT A

to the Restated Articles of Incorporation of  
Dynamic Designs, Inc.

The purpose or purposes for which the Corporation is organized is to render architectural services to the public is the sole and exclusive professional service to be rendered by the Corporation. This shall include, but not be limited to, planning, designing, evaluating, investigating and superintending the construction of sites, buildings or architectural structures; preparing architectural drawings and specifications; evaluating bids upon architectural proposals; and preparing cost estimates upon architectural proposals. This Professional Corporation shall exist and function in compliance with the Professional Service Corporation Act and in order to properly prosecute the objects and purposes above set forth, the Corporation shall have full power and authority to invest in real estate, mortgages, stocks, bonds or any other type of investments; to purchase, lease and otherwise acquire, hold, mortgage, convey and otherwise acquire or dispose of all kinds of property, both real and personal, necessary for the rendering of architectural services.

O:\CDOCS\dynamics attachment.fma

03/18/2008 1:23PM

CAS 500 (Rev. 8/93)

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## MICHIGAN DEPARTMENT OF COMMERCE - CORPORATION AND SECURITIES BUREAU

Date Received

(FOR BUREAU USE ONLY)

MAR 05 1996

FILED

MAR 06 1996

ADMINISTRATOR  
MICHIGAN DEPARTMENT OF COMMERCE  
CORPORATION & SECURITIES BUREAU

Name	Dynamic Designs, Inc.		
Address	259 East Frank St.		
City	State	Zip Code	
Birmingham	MI	48009	

EFFECTIVE DATE:

Document will be returned to the name and address you enter above

376-250

## ARTICLES OF INCORPORATION

For use by Domestic Profit Corporations

(Please read information and instructions on the last page)

Pursuant to the provisions of Act 284, Public Acts of 1972, the undersigned corporation executes the following Articles:

## ARTICLE I

The name of the corporation is:

Dynamic Designs, Inc.

## ARTICLE II

The purpose or purposes for which the corporation is formed is to engage in any activity within the purposes for which corporations may be formed under the Business Corporation Act of Michigan.

Interior and exterior design services and fixture and furniture procurement.

## ARTICLE III

The total authorized shares:

1. Common Shares 10,000

Preferred Shares

2. A statement of all or any of the relative rights, preferences and limitations of the shares of each class is as follows:

**ARTICLE IV**

1. The address of the registered office is:

259 E. Frank St. Birmingham, Michigan 48009  
(Street Address) (City) (ZIP Code)

2. The mailing address of the registered office, if different than above:

\_\_\_\_\_, Michigan \_\_\_\_\_  
(Street Address or P.O. Box) (City) (ZIP Code)

3. The name of the resident agent at the registered office is: Howard S. Ellman

**ARTICLE V**

The name(s) and address(es) of the incorporator(s) is (are) as follows:

Name	Residence or Business Address
<u>Howard S. Ellman</u>	<u>259 East Frank St. Birmingham, MI 48009</u>

**ARTICLE VI (Optional. Delete if not applicable)**

When a compromise or arrangement or a plan of reorganization of this corporation is proposed between this corporation and its creditors or any class of them or between this corporation and its shareholders or any class of them, a court of equity jurisdiction within the state, on application of this corporation or of a creditor or shareholder thereof, or on application of a receiver appointed for the corporation, may order a meeting of the creditors or class of creditors or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or reorganization, to be summoned in such manner as the court directs. If a majority in number representing 3/4 in value of the creditors or class of creditors, or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or a reorganization, agree to a compromise or arrangement or a reorganization of this corporation as a consequence of the compromise or arrangement, the compromise or arrangement and the reorganization, if sanctioned by the court to which the application has been made, shall be binding on all the creditors or class of creditors, or on all the shareholders or class of shareholders and also on this corporation.

**ARTICLE VII (Optional. Delete if not applicable)**

Any action required or permitted by the Act to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice, and without a vote, if consents in writing, setting forth the action so taken, are signed by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all shares entitled to vote on the action were present and voted. The written consents shall bear the date of signature of each shareholder who signs the consent. No written consents shall be effective to take the corporate action referred to unless, within 60 days after the record date for determining shareholders entitled to express consent to or to dissent from a proposal without a meeting, written consents dated not more than 10 days before the record date and signed by a sufficient number of shareholders to take the action are delivered to the corporation. Delivery shall be to the corporation's registered office, its principal place of business, or an officer or agent of the corporation having custody of the minutes of the proceedings of its shareholders. Delivery made to a corporation's registered office shall be by hand or by certified or registered mail, return receipt requested.

Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to shareholders who would have been entitled to notice of the shareholder meeting if the action had been taken at a meeting and who have not consented in writing.

Use space below for additional Articles or for continuation of previous Articles. Please identify any Article being continued or added. Attach additional pages if needed.

I, (We), the incorporator(s) sign my (our) name(s) this 4<sup>th</sup> day of March, 19 96.

Howard S. ELLMAN  
HOWARD S. ELLMAN