

G45521

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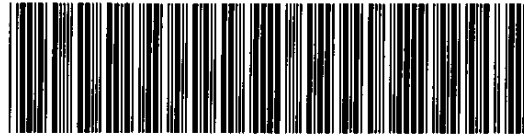


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2008 JAN 14 AM 9:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend + N/C

TB

1-17-08

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: MILUC DEVELOPMENT CORPORATION

DOCUMENT NUMBER: G-45521

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

Please return all correspondence concerning this matter to the following:

Natalia Kouznetsova

(Name of Contact Person)

Smejda & Associates, P.A.

(Firm/ Company)

100 S.E. 2nd Street, Suite 2222-B

(Address)

Miami, FL 33131-2151

(City/ State and Zip Code)

For further information concerning this matter, please call:

Natalia Kouznetsova

(Name of Contact Person)

at (305) 358-9995

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$35 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

Articles of Amendment
to
Articles of Incorporation
of

MILUC DEVELOPMENT CORPORATION

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

G-45521

(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):

EVER SO CLOSE, INC.

(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)**

Articles amended: 1, 4, 5, 6, 9 and 10.

Please see the attached Amended Articles of Incorporation.

(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)

Provisions for implementing amendment of Articles 4 and 9 were set forth in the Shareholders Resolution and approved at a Shareholders Meeting held on January 11, 2008.

(continued)

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TALLAHASSEE, FLORIDA

**AMENDED ARTICLES OF INCORPORATION
OF
EVER SO CLOSE, INC.
(Formerly MILUC DEVELOPMENT CORPORATION)**

ARTICLE 1 – NAME

The name of this Corporation is hereby changed to EVER SO CLOSE, INC.

ARTICLE 2 – DURATION

The Corporation shall have perpetual existence commencing on June 9, 1983.

ARTICLE 3 – PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 4 – CAPITAL STOCK

This Corporation is authorized to issue two (2) classes of stock: 900,000 shares of Class A Preferred Stock (\$1.00 par value) and 100,000 shares of Class B Common Voting Stock (\$1.00 par value). The Board of Directors shall have the right and authority to issue the preferred stock in up to nine (9) series of 100,000 shares each, and, prior to such issuing, shall specify the relative rights, preferences, privileges and restrictions of each new series of stock issued.

ARTICLE 5 – REGISTERED OFFICE AND AGENT

The name of the registered agent and street address of the registered office of this Corporation is IBC Fiduciary Inc., 100 S.E. 2nd Street, Suite 2222-A, Miami, FL 33131-2151, U.S.A.

ARTICLE 6 – BOARD OF DIRECTORS

This Corporation shall have between one (1) to nine (9) Directors. The number of Directors may be increased or diminished from time to time by the By-Laws but shall never be less than one (1). The names and addresses of the current Director of this Corporation is:

NAME

ADDRESS

Susan Felton

5690 S.E. 41st Street, Ocala, FL 34480

ARTICLE 7 – BYLAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholders or Directors, by written resolution of a simple majority of voting rights.

ARTICLE 8 – INDEMNIFICATION

The Corporation shall indemnify and Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE 9 – PREEMPTIVE RIGHTS

Holders of shares of any class or series of shares (including preferred shares having preferential rights to distributions or net assets upon dissolution and liquidation) shall have no preemptive rights with respect to shares of any class or series. However, the Directors may, pursuant to Article 4, issue series of preferred stock having preemptive rights.

ARTICLE 10 – INCORPORATION

The name and address of the person signing these Amended Articles of Incorporation is SUSAN FELTON, 5690 S.E. 41st Street, Ocala, FL 34480.

ARTICLE 11 – AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Amended Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Amended Articles of Incorporation this 5th day of January, 2008.

By: Susan Felton
Susan Felton

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above states Corporation, at the place designated in Article 5 of these Amended Articles of Incorporation, the undersigned corporation hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of its duties.

Dated this 5th day of January, 2008.

IBC FIDUCIARY INC.

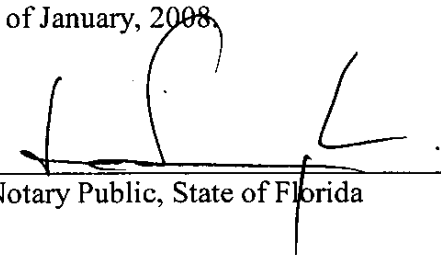
(corporate seal)

By: 
A. Alexander, Authorized Signatory

STATE OF FLORIDA)
)
COUNTY OF DADE)

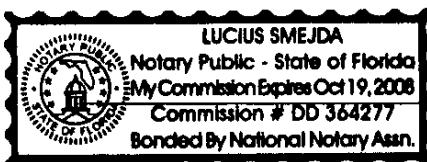
BEFORE ME, the Notary Public authorized in the State and County set forth above, personally appeared SUSAN FELTON, known to me and known by me to be the person who, as Incorporator, executed the foregoing Amended Articles of Incorporation of EVER SO CLOSE, INC. (previously MILUC DEVELOPMENT CORPORATION), and she acknowledged before me that she executed those Amended Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, the 5th day of January, 2008.



Notary Public, State of Florida

My commission expires:



The date of each amendment(s) adoption: January 11, 2008

Effective date if applicable: January 11, 2008
(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

Susan Felton

(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)

S. Felton

(Typed or printed name of person signing)

Vice President

(Title of person signing)

FILING FEE: \$35