

H50752

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SECRETARY OF STATE
FALLASSEE, OHIO

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PAULICH, SLACK & WOLFF, P.A.
Attorneys at Law

February 21, 2006

Department of State
Division of Corporations
Corporate Filings
P. O. Box 6327
Tallahassee, Florida 32314

**Re: Amended and Restated Articles of Incorporation of Goddard Pest
Control, Inc.**

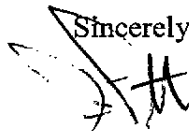
Dear Sir/Madam:

Please find enclosed an original and one copy of the Amended and Restated Articles of Incorporation of Goddard Pest Control, Inc. Also enclosed is my check #12465 in the amount of \$35.00 made payable to Florida Department of State.

Please return the file-stamped copy to my attention upon filing.

Thank you for your cooperation.

Sincerely,



Jerald R. Pitkin

JRP/acp
Enclosures

cc: Goddard Pest Control, Inc.

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JERALD R. PITKIN



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 16, 2006

JERALD R. PITKIN
PAULICH, SLACK & WOLFF, P.A.
5147 CASTELLO DRIVE
NAPLES, FL 34103

SUBJECT: GODDARD PEST CONTROL, INC.
Ref. Number: H50752

We have received your document for GODDARD PEST CONTROL, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

We are enclosing a computer printout which reflects the registered agent and registered office now on file with this office. Please amend your document accordingly.

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: 806A00018124

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
GODDARD PEST CONTROL, INC.**

The name of the corporation is **GODDARD PEST CONTROL, INC.** ("Corporation"). The Articles of Incorporation were duly executed and filed of record March 29, 1985, as Document Number H50752. Pursuant to the provisions of Section 603.1007, Florida Statutes, Corporation adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I
NAME

The name of the corporation shall be:

GODDARD PEST CONTROL, INC.

The principal place of business and mailing address of this corporation shall be:
1141 SUN CENTURY ROAD, SUITE 2
NAPLES, FLORIDA 34110

ARTICLE II
NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 180 shares of common stock at \$1.00 par value.

ARTICLE IV
REGISTERED AGENT

The registered office of the corporation shall be:

5147 CASTELLO DRIVE
NAPLES, FLORIDA 34103

and the name of the registered agent shall be:

Corporate Registered Agent, LLC

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CLERK OF STATE
NAPLES, FLORIDA

ARTICLE V
EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series of that which he already holds, shall have the right to purchase his pro rata share, as nearly as may be done without issuance of fractional shares, at the price at which it is offered to others.

ARTICLE VII
SPECIAL PROVISION

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VIII
ELECTION OF SUBCHAPTER S

This corporation may elect subchapter S for taxation purposes upon consent of the shareholders.

ARTICLE IX
OFFICERS AND DIRECTORS

The qualifications for officers and directors and the manner of their admission are to be regulated as set forth in the By-Laws of the Corporation, and the names and street addresses of the directors and officers, who shall hold office for the current year, or until a successor is elected or appointed are:

P, D - James T. Reynolds

S, T, D - Tina Y. Smith

1141 SUN CENTURY ROAD, SUITE 2
NAPLES, FLORIDA 34110

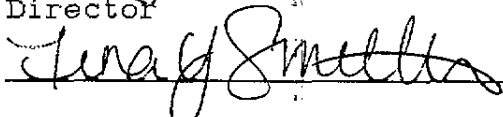
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NAPLES, FLORIDA 34110

ARTICLE X
AUTHORIZATION

This First Amended Articles of Incorporation has been adopted by written consent of all of the Directors and all of the Shareholders of the Corporation, pursuant to Section 607.181(3) Florida Statutes, and shall become effective immediately.

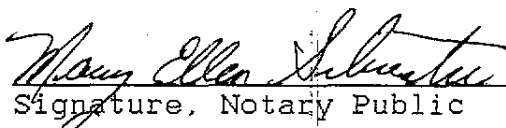
IN WITNESS WHEREOF, the undersigned has hereto set forth
his hand and seal on this 18 day of January, 2006.


James T. Reynolds, as President,
Director


Tina Y. Smith, as Secretary, Treasurer and Director

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this
18 day of January, 2006, by James T. Reynolds, as President
and Director, and by Tina Y. Smith as Secretary, Treasurer and
Director (____) who are personally known to me or (____) who
have produced DRIVERS LICENSES as identification
(James T. Reynolds), _____ as
identification (Tina Y. Smith).


Signature, Notary Public

MARY ELLEN SILVESTRI
Print Name, Notary Public

