

J52680

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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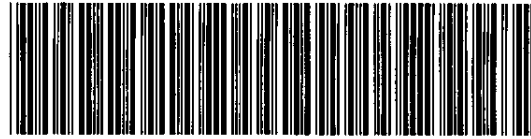
(Business Entity Name)

(Document Number)

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14 JUN 24 PM 12:22
FALLSBURG, FLORIDA
CLERK OF DISTRICT COURT

JUL 10 2014

C. CARROTHERS

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Wasmer, Schroeder & Co. Inc.

DOCUMENT NUMBER: J52680

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

Please return all correspondence concerning this matter to the following:

Josephine Haines or Irene Gardella

Name of Contact Person

Wasmer, Schroeder & Co. Inc.

Firm/ Company

600 5th Ave. South, Suite 210

Address

Naples, Florida 34102

City/ State and Zip Code

corpadmin@wasmerschroeder.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Josephine Haines or Irene Gardella at (239) 263-6877

Name of Contact Person

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$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

FILED

14 JUN 24 PM 12: 22

Wasmer, Schroeder & Co. Inc.

(Name of Corporation as currently filed with the Florida Dept. of State) SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J52680

(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:

A. If amending name, enter the new name of the corporation:

NA

The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

NA

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

NA

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent NA

(Florida street address)

New Registered Office Address: NA, Florida
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

X Change PT John Doe

X Remove V Mike Jones

X Add SV Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <input type="checkbox"/> Change	<u>NA</u>	<u>NA</u>	<u>NA</u>
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
2) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
3) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
4) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
5) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
6) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			

E. If amending or adding additional Articles, enter change(s) here:

(Attach additional sheets, if necessary) (Be specific)

see attached

F. If an amendment provides for an 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)

NA



WASMER, SCHROEDER & COMPANY, INC.
INVESTMENT ADVISORS

Florida Department of State
Division of Corporations

Question E – If amending or adding additional Articles, enter changes:

In discharging his or her duties, and in determining what is in the best interest of the corporation, employees, officers, directors, and shareholders of Wasmer, Schroeder & Co. Inc. (WSC) shall not be required to regard any interest, or the interests of any particular group affected by such action, as a dominant or controlling factor.

He or she shall give due consideration to multiple factors, including, but not limited to, the long-term prospects and interests of WSC and its shareholders, and the social, economic, legal or other effects of any action on the current and retired employees, suppliers, and customers of WSC and its affiliates, and the communities in which WSC operates, (collectively, with the shareholders, the Stakeholders”), together with the short-term, as well as long-term, interests of its shareholders and the effect of WSC’s operations on the environment and the economy of the state, the region and the nation.

Nothing in this Article, express or implied, is intended to create or shall create or grant any right in or for any person or any cause of action by or for any person.

Notwithstanding the foregoing, any employee, officer, director or shareholder is entitled to rely upon the definition of “best interests” as set forth above in enforcing his or her rights hereunder and under state law, and such reliance shall not, absent another breach, be construed as a breach of his or her fiduciary duty of care, even in the context of a Change in Control Transaction where, as a result of weighing other Stakeholders’ interests, the shareholders determine to accept an offer, between two competing offers, with a lower price per share.

The date of each amendment(s) adoption: 06/17/2014, if other than the date this document was signed.

Effective date if applicable: 06/17/2014
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

☒ The amendment(s) was/were adopted 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):*

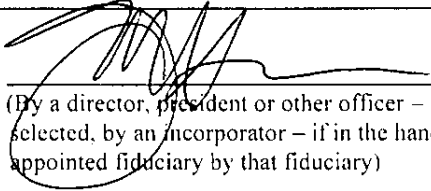
"The number of votes cast for the amendment(s) was/were sufficient for approval

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.

Dated 06/17/2014

Signature 
(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)

Josephine Haines

(Typed or printed name of person signing)

Senior Vice President

(Title of person signing)