

Sep 01 2015 9:46AM

Burgess, Harrell, et al

9413663700

page 1

Division of Corporations

<https://efile.sunbiz.org/scripts/efilcovr.exe>

J82016

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H15000127413 3)))



H150001274133ABCY

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : BURGESS, HARRELL, MANCUSO, OLSON & COLTON, P.A.
Account Number : I200000000104
Phone : (941) 366-3700
Fax Number : (941) 366-0189

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: jam6505@msn.com

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
MOYNIHAN REALTY GROUP, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$35.00

RECEIVED

15 SEP -1 AM 10:09

15 SEP -1 PM 1:09

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NONNAN
SEP 02 2015

SEP 02 2015

T CANNON

((H15000127413 3)))

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Mcynihan Realty Group, Inc.

DOCUMENT NUMBER: J82016

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

Please return all correspondence concerning this matter to the following:

James H. Burgess, Jr.

Name of Contact Person

Burgess Harrell Marcuso Colton & La Porta, P.A.

Firm/ Company

1776 Ringling Blvd.

Address

Sarasota, Florida 34236

City/ State and Zip Code

kalba@jennetteproperties.com

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

For further information concerning this matter, please call:

Staci Walsh, CP, FRP

Name of Contact Person

at (941) 366-3700

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

((H15000127413 3)))

((H15000127413 3)))

Articles of Amendment
to
Articles of Incorporation
of
Monymhan Realty Group, Inc.

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

J82016

(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:

JMRO, Inc.

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**)

C. Enter new mailing address, if applicable:

(Mailing address **MAY BE A POST OFFICE BOX**)

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

(Florida street address)

New Registered Office Address:

(City)

Florida

(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

((H15000127413 3)))

15 SEP - 1 PM 1:09

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

((H15000127413 3)))

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:

☒ Change PT John Doe
☒ Remove V Mike Jones
☒ Add SV Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <input type="checkbox"/> Change			
<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			

15 SEP - 1 PM 1:09

FILED
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

((H15000127413 3)))

((H15000127413 3)))

R. If amending or adding additional Articles, enter change(s) here:
(Attach additional sheets, if necessary). (Be specific)

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)

15 SEP -1 PM 1:09

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

((H15000127413 3)))

((H15000127413 3)))

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

Effective date (if applicable): September 1, 2015
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 5/27/15

Signature [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)

James A. Moynihan

(Typed or printed name of person signing)

Director and President

(Title of person signing)

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
15 SEP - 1 PM 1:09

((H15000127413 3)))

(((H15000127413 3)))

Moynihan Realty Group, Inc.
Consent In Lieu of
Special Meeting of Shareholders And Directors

The above-referenced meeting was held by this written consent effective upon complete execution and delivery hereof to the corporation, for the purposes herein contained.

1. Procedural Formalities. It was determined that the meeting was properly noticed, called and convened at the principal office of the corporation. It was determined that shareholders of at least a majority in interest of the capital stock and voting stock and all members of the board of directors were present at the meeting, and constituted a quorum for the conduct of business at the meeting.

2. Transaction of Business. On motion duly made, seconded and unanimously carried, the following preambles and/or resolutions were adopted.

2.1 Substantial Asset Sale. That certain Asset Purchase Agreement dated May 27, 2015 between the corporation ("Seller") and KSRJ, LLC ("Buyer"), whereunder Seller is selling substantially all of its assets and business to Buyer, a copy of which has been deposited into the records of the corporation for inspection and review, is hereby ratified and approved as the action of the corporation, and the officers and directors of the corporation are authorized to execute and deliver the Agreement and renegotiate terms and conditions therein in order to close thereunder.

2.2 Name Change Amendment. An amendment to the articles of incorporation of the corporation changing the name of the corporation from Moynihan Realty Group, Inc. to JMRG, Inc., is hereby ratified and approved as the action of the corporation.

2.3 Further Action. The officers and directors of the corporation hereby are authorized and directed to take such further action, including without limitation, the execution and delivery of legal documents and instruments, as may be necessary to effectuate the intent hereof.

3. Adjournment. On motion duly made, seconded and duly carried, the meeting was adjourned.

4. Effectiveness. This instrument shall be effective upon execution and delivery by all members of the board of directors and at least a majority in interest of the shareholders of the corporation, whether or not any other shareholders so execute and deliver this instrument.

IN WITNESS WHEREOF, the undersigned executed this instrument as of the date so indicated below, in counterparts all of which taken together shall constitute a single document or instrument, and/or through facsimile signature which is intended to constitute a signature.

Dated

5/27/15

Sole Director & Sole Shareholder:


James A. Moynihan

(((H15000127413 3)))