J94610

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2005 SEP 30 AM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend & N.C.

C. Couliette SEP 3 0 2005

STRAUGHN, STRAUGHN & TURNER, P.A.

ATTORNEYS AND COUNSELORS AT LAW

RICHARD E. STRAUGHN
MARK G. TURNER
PAUL L. KUTCHER*Δ
J. KEMP BRINSON

JACK STRAUGHN
(1925-2000)

* ALSO ADMITTED IN PENNSYLVANIA
Δ CERTIFIED CIRCUIT & COUNTY CIVIL MEDIATOR

255 MAGNOLIA AVENUE SW
WINTER HAVEN, FLORIDA
33880

MAILING ADDRESS:
POST OFFICE BOX 2295
WINTER HAVEN, FLORIDA
33883-2295

TELEPHONE: (863) 293-1184
FAX: (863) 293-3051
rstraughn@sstlegal.com
mturner@sstlegal.com
pkutcher@sstlegal.com
kbrinson@sstlegal.com

September 12, 2005

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: S.G.S. INC., OF WINTER HAVEN
Document No.: J94610
Our File No.: 7652/001

Dear Sir:

Please find enclosed herewith for filing the original Articles of Amendment to the Articles of Incorporation, incident to the above corporation.

Further enclosed is my firm's check made payable to the Florida Department of State, in the total amount of $43.75 which represents the filing fee of $35.00, and $8.75 which represents the cost for a certified copy of the Articles of Amendment.

Should you have any questions, please do not hesitate to contact me.

Sincerely yours,

STRAUGHN, STRAUGHN & TURNER, P.A.

MARK G. TURNER

MARK G. TURNER
(stamped in my absence to avoid delay)

MGT/djb
Enclosures
cc: Charles Smith

squiresmith.pa\letter\fladept.amend-inc

STRAUGHN, STRAUGHN & TURNER, P.A.
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pkutcher@sstlegal.com
kbrinson@sstlegal.com

September 26, 2005

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: S.G.S. INC., OF WINTER HAVEN
Document No.: J94610
Our File No.: 7652/001

Dear Sir:

Please find enclosed a copy of correspondence dated September 22, 2005, which I recently received from the Department of State, along with an original and one (1) copy of the revised original Articles of Amendment to the Articles of Incorporation, incident to the above corporation.

I trust that the foregoing is sufficient for your needs. Should you have any questions, please do not hesitate to contact me.

RECEIVED
05 SEP 29 AM 8:00
DIVISION OF CORPORATIONS

Sincerely yours,

STRAUGHN, STRAUGHN & TURNER, P.A.

MARK G. TURNER

MARK G. TURNER
(stamped in my absence to avoid delay)

MGT/djb
Enclosures
cc: Charles Smith

squiresmith.pa\letter\fladept.amend-inc02

FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

September 22, 2005

STRAUGHN, STRAUGHN & TURNER, P.A.
MARK TURNER
PO BOX 2295
WINTER HAVEN, FL 33883-2295

SUBJECT: SQUIRE SMITH, P.A.
Ref. Number: J94610

We have received your document for SQUIRE SMITH, P.A. and check(s) totaling $43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The designation of the registered agent must be at a Florida street address.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

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) 245-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 005A00058046

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

S.G.S. INC., OF WINTER HAVEN

I, the undersigned, do hereby certify:

1. That I am the duly appointed and acting President of S.G.S. INC., OF WINTER HAVEN.

2. The following amendment was adopted by all of the directors and stockholders of S.G.S. INC., OF WINTER HAVEN, on August 6, 2005.

3. RESOLVED, that the Articles of Incorporation of S.G.S. INC., OF WINTER HAVEN, be amended in the manner specified below:

4. The Articles of Incorporation shall be amended to read as follows:

FILED
2005 SEP 30 AM 9:
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

S.G.S. INC., OF WINTER HAVEN

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract and legally authorized by the Florida Department of Business and Professional Regulation, Division of Real Estate, hereby proceeds to form a professional corporation in accordance with Chapter 621, the Florida Professional Service Corporation and Limited Liability Company Act, and hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of this corporation is **SQUIRE SMITH, P.A.**

ARTICLE II. PURPOSE AND NATURE OF BUSINESS

a) To engage in the practice of profession of real estate sales and related transactions, more fully specified in Chapter 475, Florida Statutes and to render such services as may be ancillary to the foregoing. The corporation may purchase and own real and personal property necessary or appropriate for rendering its professional services and may invest its funds in real estate, mortgages, stocks, bonds and any other type of investments, all in accordance with the provisions of Chapter 621 of the Florida Statutes.

b) To own property, enter into contacts and carry on any activity necessary or incidental to the accomplishment or furtherance of the purpose of this Corporation.

c) The services of this Corporation which consist of the profession of real estate sales and related transactions shall be carried out only through officers, employees and agents who are licensed by the Florida Department of Business and Professional Regulations, Division of Real Estate, to render real estate services.

d) To do everything necessary, proper or convenient for the accomplishment of any of the purposes herein set forth, and to do every other act incidental thereto which is not forbidden by the laws of the State of Florida, by the Rules of the Department of Professional Regulation or by the provisions of these Articles of Incorporation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is 7,500 shares having a par value of $1.00 per share. Such shares shall be of a single class of common stock. None of the shares of the Corporation may be issued to anyone other than an individual who is duly licensed to practice optometry in the State of Florida.

ARTICLE IV. DURATION

The Corporation shall have perpetual existence.

ARTICLE V. REGISTERED ADDRESS AND AGENT

The street address of the principal and initial registered office of the Corporation is 1327 Lake Mirror Terrace, Northwest, Winter Haven, Florida 33881 and the name of its initial registered agent is CHARLES C. SMITH. The Board of Directors may from time to time move the office to any other address in the State of Florida and change the registered agent.

ARTICLE VI . DIRECTORS

The Corporation shall be managed by a Board of Directors of at least one (1) Director. No person shall serve as a Director of the Corporation unless the person is duly licensed to provide real estate and related services as specified in Chapter 475, Florida Statutes. The Directors shall be elected by the shareholders of the Corporation. The name and street address of each person who is to serve as a member of the initial Board of Directors is as follows:

NAME:	ADDRESS:
CHARLES C. SMITH	P.O. Box 235 Eagle Lake, Florida 33839

ARTICLE VII. RESTRAINT ON ALIENATION

The shareholders of this professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details of the disposition, shall be determined by the shareholders of the professional service corporation; provided, however that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provision unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholders meeting especially called for that purpose. If any shareholder becomes legally disqualified to engage in the profession of real estate sales in the State of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

ARTICLE VIII. AMENDMENT

The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 31st day of August, 2005.

CHARLES C. SMITH

IN WITNESS WHEREOF, the undersigned President of S.G.S. INC., OF WINTER HAVEN, has executed these Articles of Amendment this 6th day of August, 2005.

S.G.S. INC., OF WINTER HAVEN

BY: ____________________
CHARLES C. SMITH, President

(CORPORATE SEAL)

STATE OF FLORIDA
COUNTY OF POLK

Before me, the undersigned authority personally appeared CHARLES C. SMITH, as President of S.G.S. INC., OF WINTER HAVEN, who is personally known to me, and being first duly sworn, he acknowledges to me that the statements contained in the foregoing Articles of Amendment by him subscribed are true and correct and he has executed same as the President of S.G.S. INC., OF WINTER HAVEN.

Witness my hand and official seal at Winter Haven, Florida, this 6th day of August, 2005.

Norma L. Settles
Notary Public, State of Florida
My Commission Expires:

NORMA L. SETTLES
MY COMMISSION # DD 267402
EXPIRES: November 16, 2007
1-800-3-NOTARY FL Notary Discount Assoc. Co.

STOCKHOLDERS WRITTEN CONSENT TO

AMENDMENT OF ARTICLES OF INCORPORATION

The undersigned being the stockholders and the directors of S.G.S. INC., OF WINTER HAVEN, entitled to vote with respect thereto, and in the case of the stockholders, being the holders of the number of shares set forth opposite their names below, hereby consent to, authorize, and adopt the following amendment to the Articles of Incorporation:

"That the Articles of Incorporation of S.G.S. INC., OF WINTER HAVEN, shall be, and the same hereby, are amended as set forth in the Articles of Amendment to Articles of Incorporation of S.G.S. INC., WINTER HAVEN.

DATED this 6th day of August, 2005.

CHARLES C. SMITH, Director & sole Shareholder

BARBARA S. SMITH, Director

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