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*C.S. 3-6*

**PRESTON J. FIELDS, P.A.**

ATTORNEYS AT LAW

11211 PROSPERITY FARMS ROAD, SUITE C-301

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PRESTON J. FIELDS, SR.

MARK A. JONES

OF COUNSEL

ROBERT M. FIELDS

February 28, 2006

Florida Department of State

Division of Corporations

Corporate Filings

Post Office Box 6327

Tallahassee, Florida 32314

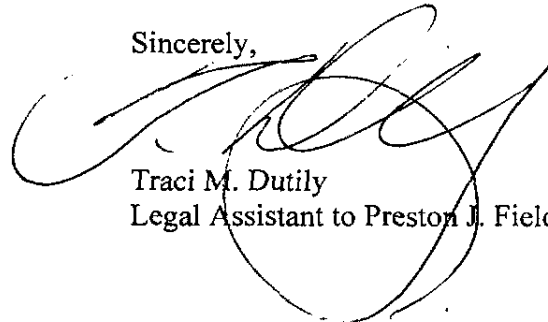
**Re: Corporation: Seagull Hardware, Inc.**  
**Our File No.: 35-005**

To Whom It May Concern:

Enclosed please find a check from this Firm in the amount of \$70.00, along with one (1) original and one (1) copy fo the Articles of Amendment to the Articles of Incorporation of Seagull Hardware, Inc. Please file the original, stamp the copy, and return the stamped copy in the enclosed envelope.

Thank you in advance for your assistance in this matter. If you should have any questions, or if I should be of any further assistance, please feel free to contact me.

Sincerely,



Traci M. Dutily  
Legal Assistant to Preston J. Fields, Sr.

PJF/tmd

Enclosures

**ARTICLES OF AMENDMENT TO  
THE ARTICLES OF INCORPORATION OF**

**SEAGULL HARDWARE, INC.  
A Florida For-Profit Corporation**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**THE UNDERSIGNED**, acting as the Shareholders of the aforementioned corporation formed under the Florida Business Corporation Act, amend the original Articles of Incorporation by adopting these Articles of Amendment to the Articles of Incorporation.

**Article I - Amendment**

The original Articles of Incorporation are incorporated herein. However, they are amended by these Articles of Amendment to the Articles of Incorporation. In the case of a conflict between the Articles of Incorporation and these Articles of Amendment to the Articles of Incorporation, these Articles of Amendment to the Articles of Incorporation shall prevail and govern.

Pursuant to §607.10025, Fla. Stat., the Corporation states, "That the amendment to the articles of incorporation does not adversely affect the rights or preferences of the holders of outstanding shares of any class or series and does not result in the percentage of authorized shares that remain unissued after the division or combination exceeding the percentage of authorized shares that were unissued before the division or combination."

**Article II - Name**

The name of this corporation is Seagull Hardware, Inc. ["Corporation"].

**Article III - Principal Place of Business**

This Corporation's principal place of business is 885 Donald Ross Road, Juno Beach, Florida 33460.

**Article IV - Duration**

This Corporation's duration is perpetual.

**Article V - Purpose and Power**

This Corporation is organized for the following purposes:

- A. For any lawful purpose.
- B. To exercise all those powers as set forth in §607.0302, Fla. Stat. (2004), as amended.
- C. To acquire by purchase, exchange, gift, bequest, subscription or otherwise, and to hold, own, mortgage, pledge, hypothecate, sell, assign, transfer, exchange or otherwise dispose of or deal in or with its own corporate securities or stock or other securities, including without limitation, any shares of stock, bonds, debentures, notes, mortgages, or other instruments representing rights or interests therein or any property or assets created or issued by any person, firm, association or corporation, or any government or subdivisions agencies or instrumentalities thereof; to make payment therefore in any lawful manner or to issue in exchange therefore its own securities or to use its unrestricted or unreserved earned surplus for the purchases of its own shares, and to exercise as owner or holder of any securities, any and all rights, powers and privileges in respect thereof.
- D. To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of anyone or more of the subjects herein enumerated, or which may at any time appear conducive to or expedient for the protection or benefit of this corporation, and to do said acts as fully and to the same extent as natural persons might, or could do, in any part of the word as principals, agents, partners, trustees or otherwise, either alone or in conjunction with any other person, association or corporation.
- E. The foregoing clauses shall be construed both as purposes and powers, and shall not be held to limit or restrict in any manner the general powers of this corporation, and the enjoyment and exercise thereof, as conferred by the laws of the State of Florida; and it is the intention that the purposes and powers specified in each of the paragraphs of this Article shall be regarded as independent powers and purposes.

**Article VI - Stock**

The Corporation originally was authorized to issue 100 shares of common voting stock at a par value of \$5.00 per share. However, the Corporation desires to issue 900 additional shares of voting common stock to create and authorize the issuance of 1,000 shares of voting common stock. Further, the Corporation desires to set the new par value of \$1.00 per share.

Thus, with these amendments, the Corporation is hereby authorized to issue a total of 1,000 shares of voting common stock and sets the par value at \$1.00 per share.

**Article VII - Amendment**

These Amended Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding at a Shareholders meeting called for that purpose.

**Article VIII - By-Laws**

The By-Laws of this Corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Shareholders at any meeting thereof.

**Article IX - Shareholder Rights**

Shareholders of this Corporation shall have pre-emptive rights to acquire their pro rata share of stock of the Corporation for all issues of any class of stock of the Corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the Corporation, including but not limited to cash, other property, services, the acquisition of other corporation's shares or property through a merger or the extinguishment of debts. Pre-emptive rights shall also apply to the re-issuance of all redeemed or otherwise acquired shares, including the re-issuance of treasury shares. This Article pertaining to pre-emptive rights may not be amended or deleted without the unanimous vote of the Shareholders of each affected class, and no issuance of stock of the

Corporation shall take place unless the price at which the stock it to be issued shall be approved by a majority of the Shareholders of the Corporation.

**Article X - Directors**

The number of Directors constituting the initial Board of Directors of this Corporation are three. The names and addresses of the current Directors of this Corporation until the next Annual Meeting of the Shareholders, or until their successors are elected and qualify, whichever occurs first, shall be:

Name	Address
Steven E. Siegel	885 Donald Ross Road, Juno Beach, Florida 33460
Jacob Siegel	885 Donald Ross Road, Juno Beach, Florida 33460
Letitia Siegel	885 Donald Ross Road, Juno Beach, Florida 33460

**Article XI - Officers**

The Officers constituting the current Officers of this Corporation are President, Secretary and Treasurer. The names and addresses of the persons serving as the current Officers of this Corporation until the next Annual Meeting of the Shareholders, or until their successors are elected and qualify, whichever occurs first, shall be:

Name	Address	Office
Steven E. Siegel	885 Donald Ross Road, Juno Beach, Florida 33460	President
Letitia Siegel	885 Donald Ross Road, Juno Beach, Florida 33460	Secretary / Treasurer

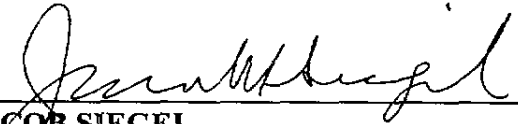
**Article XII - Registered Agent**

The name and address of the Registered Agent of this Corporation is:

Name	Address
Jacob Siegel	885 Donald Ross Road, Juno Beach, Florida 33460

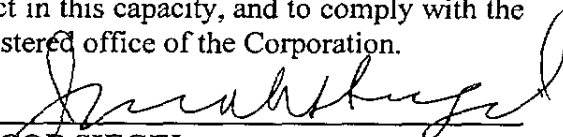
**CERTIFICATE OF DESIGNATION OF PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE AND NAMING  
AN AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to §48.091(1) and §607.051, Fla. Stat. (2004), as amended, this Corporation hereby designates Jacob Siegel, 885 Donald Ross Road, Juno Beach, Florida 33460, to act as Registered Agent for this Corporation to accept service of process within this State.

  
**JACOB SIEGEL**  
Chairman of the Board of Directors

**ACKNOWLEDGMENT**

I, Jacob Siegel, do hereby accept the appointment of Registered Agent for this Corporation and do hereby agree to serve as Registered Agent, to act in this capacity, and to comply with the provision of said statute relative to the keeping of a registered office of the Corporation.

  
**JACOB SIEGEL**  
Registered Agent

**NOTARIZATION**

STATE OF FLORIDA                     )  
COUNTY OF PALM BEACH         )

THE FOREGOING INSTRUMENT was ☐ sworn to, ☒ affirmed, or ☐ acknowledged before me on this 22 day of February, 2006, by **JACOB SIEGEL**, who is ☐ personally known or ☒ produced the following type of identification FL DL and who ☒ did ☐ did not take an oath.

**NOTARY PUBLIC**

Notary Signature: \_\_\_\_\_  
Notary Name: \_\_\_\_\_  
Notary Commission: \_\_\_\_\_  
Notary Expiration: \_\_\_\_\_

