

L 06872

Florida Department of State
Division of Corporations
Public Access System

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.

((H04000196541 3)))

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) 205-0380

From:

Account Name : YOUR CAPITAL CONNECTION, INC.
Account Number : I20000000257
Phone : (850) 224-8870
Fax Number : (850) 224-7047

FILED
04 OCT -1 PM 3:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

04 OCT -1 PM 2:08

DIVISION OF CORPORATIONS

**BASIC AMENDMENT
GROFF CONSTRUCTION, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	08
Estimated Charge	\$43.75

Electronic Filing Menu

Corporate Filing

Public Access Help

Amendment
10/04/04
DC

CAPITAL CONNECTION

850 222 1222

10/01 '04 13:46 NO.922 02/09

H04000196541

Articles of Amendment
to
Articles of Incorporation
of

Groff Construction, Inc.

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

106872

(Document number of corporation (if known))

FILED
04 OCT - 1 PM 3:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

N/A

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

See attached

(Attach additional pages if necessary)

If an amendment provides for 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)

N/A

(continued)

H04000196541

H04000196541

The date of each amendment(s) adoption: October 1, 2004Effective date if applicable: October 1, 2004
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were approved 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.

Signed this 1st day of October, 2004

Signature

Michael J. Groff
(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)

Michael J. Groff

(Typed or printed name of person signing)

President

(Title of person signing)

FILING FEE: \$35

H04000196541

H04000196541

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

GROFF CONSTRUCTION, INC.

The undersigned does hereby execute these Articles of Amendment to Articles of Incorporation pursuant to the provisions of §607.1006, Florida Statutes.

ARTICLE I

(Name)

The name of this corporation shall remain: Groff Construction, Inc.

ARTICLE II

(Duration)

The corporation shall continue its corporate existence from the date of filing of the original Articles of Incorporation with the Florida Department of State and shall continue to exist perpetually until dissolved according to law.

ARTICLE III

(Purpose)

The general nature of the business to be transacted by this corporation is as follows:

To acquire, by purchase, lease, or otherwise, lands and interest in lands, and to own, hold, improve, develop, and manage any real estate so acquired, and to erect, or cause to be erected, on any lands owned, held, or occupied by the Corporation, buildings or other structures, with their appurtenances, and to manage, operate, lease, rebuild, enlarge, alter or improve any buildings or other structures, now or hereafter erected on any lands so owned, held, or occupied, and to encumber or dispose of any lands or interests in lands, and any buildings or other structures, and any stores, shops, suites, rooms or part of any buildings or other structures, at any time owner or held by

H04000196541

H04000196541

corporation;

To acquire by purchase, lease, manufacture, or otherwise, any personal property deemed necessary or useful in the equipment, furnishing, improvement, development, or management of any property, real or personal, at any time owned, held, or occupied by the Corporation and to invest, trade, and deal in any personal property deemed beneficial to the Corporation, and to encumber or dispose of any personal property at any time owned or held by the Corporation; and

To engage in any other lawful activity of business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV

(Stated Capital)

The corporation is now authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock.

Each outstanding share shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued therefor, as is determined from time to time by the Board of Directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefor has been paid. Thereafter, such shares shall be deemed to be fully paid and nonassessable.

ARTICLE V

(Preemptive Rights)

Every Shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his or her prorata share (as nearly as may be done without issuance of fractional

H04000196541

shares) at the price at which it is offered to others.

ARTICLE VI

(Board of Directors)

All corporate powers and business affairs of the corporation shall be exercised by and managed under the direction of the Board of Directors.

The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the corporation.

The name and street address of the members of the current Board of Directors, the President, Vice President, Secretary and Treasurer who, subject to the Bylaws of the Corporation, shall hold office until their successors are elected or appointed and have qualified are as follows:

NAMES	ADDRESS	POSITION
Michael J. Groff	6728 Willow Lake Circle Fort Myers, Florida 33912	President
Matthew J. Groff	6728 Willow Lake Circle Fort Myers, Florida 33912	Vice President/ Secretary
Daniel Groff	6728 Willow Lake Circle Fort Myers, Florida 33912	Treasurer
Felice B. Groff	6728 Willow Lake Circle Fort Myers, Florida 33912	Director
Sara M. Groff	6728 Willow Lake Circle Fort Myers, Florida 33912	Director

ARTICLE VII

(Principal Office)

The principal office address of this corporation is 6728 Willow Lake Circle, Fort Myers, Florida 33912 and the mailing address of this corporation is P.O. Box 1450 Lehigh Acres, Florida 33970.

H04000196541

ARTICLE VII

(Office and Registered Agent)

The street address of the registered office of the corporation is 2250 First Street, Fort Myers, Florida 33901.

The name of the Registered Agent of this corporation at that office is Frank J. Aloia, Jr..

ARTICLE IX

(Incorporator)

The name and street address of the person signing these Articles of Amendment to Articles of Incorporation is:

Michael J. Groff
6728 Willow Lake Circle
Fort Myers, Florida 33912

ARTICLE X

(Bylaws)

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders, but the Board of Directors may not alter, amend or repeal any Bylaws adopted by the Shareholders if the Shareholder provide that the Bylaws shall not be altered, amended or repealed by the Board of Directors.

ARTICLE XI

(Amendment)

These Articles of Amendment to Articles of Incorporation may be further amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the Shareholders or at any special meeting of the Shareholders called for that purpose.

H04000196541

H04000196541

ARTICLE XII

(Special/Regular Meetings)

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone, as provided by law, but regular meetings of the Board of Directors must be attended in fact, in person by each Director.

ARTICLE XIII

(Miscellaneous)

No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in this corporation.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Amendment to Articles of Incorporation for the uses and purposes aforesaid this 1st day of October, 2004.

Michael Groff
Michael Groff, President

STATE OF FLORIDA
COUNTY OF LEE

The foregoing was acknowledged before me this 1st day of October, 2004, by Michael Groff, who is personally known to me or who has produced _____ as identification.

FRANKLYN J. ALOIA JR.
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # 50306678
EXPIRES 4/12/2008
BONDED THRU 4-888-NOTARY

Franklyn J. Aloia Jr.
NOTARY PUBLIC
Name: _____
Serial #: _____
My Commission Expires: _____

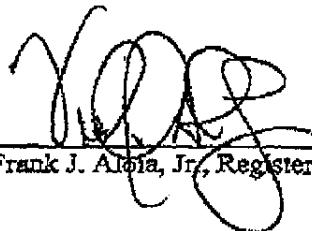
H04000196541

H04000196541

ACCEPTANCE BY REGISTERED AGENT

I, Frank J. Aloia, Jr., having been named as Registered Agent to accept service of process for the above stated corporation, at the place designated in the Articles of Amendment to Articles of Incorporation, hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Dated this 1st day of October,



Frank J. Aloia, Jr., Registered Agent

H04000196541