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TALLAHASSEE, FLORIDA

09/15/10--01004--011 \*\*60.00

S. HAWKES  
SEP 16 2010  
EXAMINER

## COVER LETTER

**TO: Registration Section  
Division of Corporations**

**SUBJECT: PITTMAN RISK MANAGEMENT, LLC**

Name of Limited Liability Company

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

**Jaime Restrepo**

Name of Person

**PITTMAN RISK MANAGEMENT, LLC**

Firm/Company

**5282 Golden Gate Parkway - Suite C**

Address

**Naples, FL 34116**

City/State and Zip Code

**jaime@pobins.com**

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

For further information concerning this matter, please call:

**Jaime Restrepo**

Name of Person

at ( **954** )

**448-0673**

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$25.00 Filing Fee

☐ \$30.00 Filing Fee &  
Certificate of Status

☐ \$55.00 Filing Fee &  
Certified Copy  
(additional copy is enclosed)

☒ \$60.00 Filing Fee,  
Certificate of Status &  
Certified Copy  
(additional copy is enclosed)

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**STREET/COURIER ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF ORGANIZATION  
OF**

**PITTMAN RISK MANAGEMENT, LLC**

(Name of the Limited Liability Company as it now appears on our records.)  
(A Florida Limited Liability Company)

The Articles of Organization for this Limited Liability Company were filed on May 15, 2008 and assigned  
Florida document number L08000048853.

This amendment is submitted to amend the following:

**A. If amending name, enter the new name of the limited liability company here:**

**NOT APPLICABLE**

The new name must be distinguishable and end with the words "Limited Liability Company," the designation "LLC" or the abbreviation "L.L.C."

**Enter new principal offices address, if applicable:**

**(Principal office address MUST BE A STREET ADDRESS)**

659 Airport Road North

Naples, FL 34104

**Enter new mailing address, if applicable:**

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

5282 Golden Gate Pkwy - Suite C

Naples, FL 34116

**B. If amending the registered agent and/or registered office address on our records, enter the name of the new registered agent and/or the new registered office address here:**

Name of New Registered Agent:

Jaime Restrepo

New Registered Office Address:

659 Airport Road North

*Enter Florida street address*

Naples

*City*

Florida

34104

*Zip Code*

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

*I 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.*

*Jaime Restrepo*  
**If Changing Registered Agent, Signature of New Registered Agent**

If amending the Managers or Managing Members on our records, enter the title, name, and address of each Manager or Managing Member being added or removed from our records:

MGR = Manager

MGRM = Managing Member

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
MGRM	Elizabeth Kay S. Pittman	3157 Carriage Circle Naples, FL 34105	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
MGRM	O.B. Osceola, Jr	659 Airport Road N Naples, FL 34104	<input checked="" type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
MGRM	Robert Bobyack	659 Airport Road North Naples, FL 34104	<input checked="" type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
MGR Secretary/ Treasurer	Jaime Restrepo	659 Airport Road North Naples, FL 34104	<input checked="" type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove

D. If amending any other information, enter change(s) here: (Attach additional sheets, if necessary.)

Please refer to Corporate Resolutions (attached) and made part of this  
ammendment.

Dated August 25, 2010

Jaime Restrepo  
Signature of a member or authorized representative of a member  
Jaime Restrepo - Secretary/Treasurer  
Typed or printed name of signee

**UNANIMOUS RESOLUTIONS OF THE SHAREHOLDERS OF  
PITTMAN RISK MANAGEMENT, LLC.**

**Consent Minutes**

BE IT RESOLVED, that *These Consent Minutes* describe certain joint organizational actions taken by the Shareholders of **PITTMAN RISK MANAGEMENT, LLC.** a business corporation, in lieu of an organizational meeting thereof and pursuant to the laws of the state of Florida. The Shareholders acknowledges that it is necessary or desirable to take various organizational actions in connection with the incorporation of corporation in accordance law. Therefore, the undersigned Shareholders, being all of the Shareholders entitled to vote on these matters, do hereby waive (i) notice of the time, place and purpose of, (ii) call of, and (iii) the necessity of organizational, Shareholders' and Board of Directors' meetings thereof and unanimously and severally and collectively adopt, by consent and without the necessity and formality of convening, and in lieu of such meeting thereof, the following Acts and Resolutions as being the joint organizational actions of the Shareholders and Board of Directors, as if in a meeting duly assembled:

**Election of Directors:**

BE IT RESOLVED, that each of the following persons are hereby elected to serve as a member of the Board of Directors of the Corporation, and to hold said position until the next annual meeting of the Board of Directors or until the earlier of their resignation or removal, or until their respective successors shall be duly elected and qualified:

O.B. Osceola, Jr – Director

Carl M. Pittman – Director

Robert Bobyack – Director

**Approval of Actions by Incorporator:**

BE IT RESOLVED, that the actions of the Incorporator of the Corporation, which have been presented to and reviewed by each director of the Corporation, whereby the Incorporator filed the Articles of Incorporation with the Florida Secretary of State and thereby incorporated the Corporation, be and they are hereby accepted, ratified and approved.

**Resignation of Incorporator:**

BE IT RESOLVED, that the resignation of Carl M. Pittman, as incorporator of **PITTMAN RISK MANAGEMENT, LLC.** is hereby accepted and the Secretary is directed to make the original part of the official minutes of the Corporation.

**Approval of Articles of Incorporation:**

BE IT RESOLVED, that the Articles of Incorporation of the Corporation, which have been presented to and reviewed by each director of the Corporation, are hereby approved, duplicate originals of such Articles of Incorporation having been filed on

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

May 15, 2008 with the Secretary of State of the State of Florida, a copy of the Articles of Incorporation are hereby directed to be inserted in the minute book of the Corporation.

**Election of Officers:**

BE IT RESOLVED that each of the following persons are hereby elected to serve as an officer of the Corporation, to hold the office or offices set forth opposite their respective names until the first annual meeting of the Board of Directors, until their earlier resignation or removal, or until their successors are duly elected and qualified:

Office	Name
CEO	Carl M. Pittman
President	Robert Bobbyack
COO & Vice President	O.B. Osceola, Jr.
Secretary-Treasurer	Jaime Restrepo

**Payment of Incorporation Expenses:**

BE IT RESOLVED, that the Secretary of the Corporation is hereby authorized and directed to pay all fees and expenses incident to and necessary for the incorporation and organization of the Corporation and that the officers of the Corporation are hereby authorized and directed to take and perform any and all other actions and to sign any and all documents necessary or incidental to the completion of the organization of the Corporation.

**Adoption of Corporate Seal:**

BE IT RESOLVED, that the seal containing the name of the Corporation, an impression of which is affixed in the margin of this consent, is hereby adopted as the corporate seal of the Corporation.

**Adoption of Fiscal Year:**

BE IT RESOLVED, that the fiscal year of the Corporation shall begin on January 1st and end on December 31st of each year.

**Adoption of Form of Common Stock Certificate:**

BE IT RESOLVED, that the form of stock certificate to evidence shares of common stock of the Corporation, which has been presented to and reviewed by each director of the Corporation, is hereby adopted as the form of stock certificate for the shares of common stock of the Corporation, a specimen thereof being attached hereto and incorporated by reference herein.

**Establishment of Par Value of Stock:**

BE IT RESOLVED, that the par value per share of the common stock of the corporation be, and the same is, hereby established at 01/100 Dollar (\$0.01).

**Issuance of Common Stock/Membership Interest:**

BE IT RESOLVED, that in consideration of the payment, in cash, to or on behalf of, the Corporation of the amount of money specified below opposite her name, the sufficiency of which is hereby expressly acknowledged, the Incorporator and Secretary of the Corporation are hereby authorized and directed, upon receipt by, or by others on behalf of, the Corporation of such amount of money from the person specified below, to issue to such person a certificate or certificates representing the ownership by them of the number of shares (membership interest) of fully paid and non-assessable shares of 01/100 Dollar (\$0.01) par value per share common stock of the Corporation as is also set forth below opposite his name:

<b>Name</b>	<b>Shares or Membership Interest</b>	<b>Consideration</b>
O.B. Osceola, Jr	51%	\$2.00
Carl M. Pittman	24.5%	\$1.00
Robert Bobbyack	24.5%	\$1.00

**Election of "S Corporation" Status:**

WHEREAS, the directors and stockholders of the Corporation have been advised of the advantages to the stockholders of the Corporation if the Corporation elects to be taxed as an "S Corporation" pursuant to Sections 1361 through 1379 of the Internal Revenue Code of 20, as amended;

THEREFORE, BE IT RESOLVED, that the Corporation does hereby elect to be taxed as an "S Corporation" pursuant to Sections 1361 through 1379 of the Internal Revenue Code of 1986, as amended, for the current and succeeding tax years of the Corporation;

BE IT RESOLVED FURTHER, that such election be made and filed by the Corporation, together with the consents of its sockholders, within the time period specified and permitted by statute, and the officers of the Corporation are hereby authorized and directed, for and on behalf of the Corporation, to execute and file such election with the Internal Revenue Service and to take such other actions as may be necessary to effect such election for the current fiscal year of the Corporation.

**Authorization for Opening Bank Account: [Resolution Attached as Exhibit]**

BE IT RESOLVED, that Encore Bank, Naples, Florida, shall be the depository in which the funds of the Corporation shall be deposited.

BE IT RESOLVED FURTHER, that the appropriate officers of the Corporation shall be, and hereby are, authorized to open a bank account or accounts at said bank in the name of, and on behalf of, the Corporation, for the deposit of funds belonging to the Corporation.

BE IT RESOLVED FURTHER, that all checks drawn on such bank account or accounts shall be signed by Jaime Restrepo, Treasurer or Carl M. Pittman, Director.

BE IT RESOLVED FURTHER, that the Board of Directors hereby adopts the form resolution of said bank (as completed) which appears in the form which is attached hereto and incorporated by reference herein, and the appropriate officers of the Corporation are hereby authorized to certify such form resolution of said bank as having been adopted by this Corporation and to furnish copies of this resolution to the said bank upon its request.

**Business Operations:**

BE IT RESOLVED, that the Officers of the Corporation are hereby authorized and directed to hire and employ such supervisors, mechanics laborers, helpers, office personnel and other workers, with exception to Corporate Officers, as deemed necessary for the effective operation of the Corporation's business; and

BE IT RESOLVED FURTHER, Board of Directors shall reserve the authority to name or replace corporate officers; and

BE IT RESOLVED FURTHER, that the Officers of the Corporation are hereby authorized to pay all employees and workers of the Corporation such salary, wage and other compensation as deemed appropriate from time to time; and

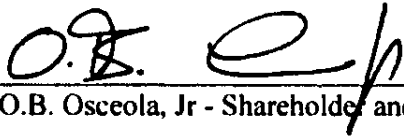
BE IT RESOLVED FURTHER, that the President and CEO & COO of the Corporation shall have full power and authority to conduct all aspects of day-to-day operations of the Corporation's business as deemed justified and appropriate.



**Filing of Consent:**

BE IT RESOLVED, that the Secretary of the Corporation is hereby directed to make the original of this consent part of the official minutes of the Corporation to be filed in the minute book of the Corporation.

THE UNDERSIGNED INCORPORATORS, SHAREHOLDERS AND DIRECTORS, BEING ALL THE SHAREHOLDERS ENTITLED TO VOTE ON THE MATTERS DESCRIBED ABOVE, ALL INCORPORATORS AND THE ENTIRE MEMBERSHIP OF THE BOARD OF DIRECTORS OF PITTMAN RISK MANAGEMENT, LLC DO HEREBY EXPRESSLY CONSENT TO THE FOREGOING RESOLUTIONS AS BEING THE JOINT ORGANIZATIONAL ACTIONS OF THE INCORPORATORS, SHAREHOLDERS AND DIRECTORS OF SUCH CORPORATION AND IN LIEU OF AN ORGANIZATIONAL MEETING THEREOF, TO BE EFFECTIVE AS OF 25<sup>th</sup> day of August, 2010.



O.B. Osceola, Jr - Shareholder and Director



Carl M Pittman - Shareholder and Director



Robert Bobyack - Shareholder and Director

ATTEST:

  
Secretary

## RESIGNATION OF INCORPORATOR

I, Carl M. Pittman, the undersigned, do hereby resign as incorporator of Pittman Risk Management, LLC, a Florida Limited Liability Company effective the 25<sup>th</sup> day of August 2010.



\_\_\_\_\_  
Carl M. Pittman

ATTEST:

  
\_\_\_\_\_  
Secretary

**UNANIMOUS RESOLUTION OF INCORPORATOR AND SOLE SHAREHOLDER  
OF PITTMAN RISK MANAGEMENT, LLC  
FOR TRANSFER OF STOCK OWNERSHIP**

**Assignment of Shares**

BE IT RESOLVED BY UNANIMOUS VOTE OF CARL M. M PITTMAN, INCORPORATOR AND SOLE SHAREHOLDER OF PITTMAN RISK MANAGEMENT, LLC, a Florida Corporation, that the Incorporator and Sole Shareholder does hereby transfer from the 1,000 authorized and outstanding shares, stock and membership interest to the following:

O.B. Osceola, Jr - 51% membership interest

Robert Bobyack - 24.5% membership interest

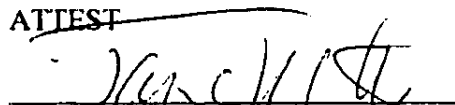
Carl Pittman - 24.5% membership interest

Total Allocation – 100%

This resolution was adopted the Incorporator and Shareholder of the Corporation at a meeting of the Corporation held on the 25<sup>th</sup> day of August 2010.

  
\_\_\_\_\_  
Incorporator / Shareholder

ATTEST

  
\_\_\_\_\_  
Secretary

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CLERK OF DISTRICT COURT  
JACKSONVILLE, FLORIDA