

M80104

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

J. HORNE  
MAY - 4 2023

Office Use Only



600402186406

02/17/23--01018--010 \*\*49.75

2023 FEB 17 PM 3:10  
SECRETARY OF  
TALLAHASSEE

FILED

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Sensible Closet Company, Inc.

**DOCUMENT NUMBER:** M80104

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

Please return all correspondence concerning this matter to the following:

Tyler B. Korn, Esq.  
Name of Contact Person  
Korn & Kalish LLP  
Firm/ Company  
5150 Tamiami Trail N., Suite 302  
Address  
Naples FL 34103  
City/ State and Zip Code  
tkorn@kornkalish.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Tyler B. Korn, Esq. at ( 239 ) 354-4300  
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- |  |  |  |  |
|--|--|--|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy<br>is enclosed) |
|--|--|--|--|

**Mailing Address**

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

**Street Address**

Amendment Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
SENSIBLE CLOSET COMPANY, INC.**

FILED  
2023 FEB 17 PM 3:11  
SECRETARY  
TALLAHASSEE

Pursuant to Section 607.1007 of the Business Corporation Act of the State of Florida, the undersigned, being the President of Sensible Closet Company, Inc. (hereinafter the "Corporation"), a Florida corporation, and desiring to amend and restate its Articles of Incorporation, does hereby certify:

FIRST: Articles of Incorporation of the Corporation were filed with the Secretary of State of Florida on May 5, 1988, Document No. M80104.

SECOND: Amended and restated articles of incorporation were adopted by all of the directors and a majority of the holders of the voting stock of the Corporation pursuant to sections 607.0821 and 607.0704 of the Florida Business Corporation Act on December 31, 2022. The number of votes cast for the amendment to the Corporation's Articles of Incorporation was sufficient for approval.

THIRD: The text of the Articles of Incorporation is hereby amended and restated as herein set forth in full and shall supersede the original Articles of Incorporation.

**ARTICLE I  
NAME**

The name of the Corporation is SENSIBLE CLOSET COMPANY, INC.

**ARTICLE II  
DURATION**

The term of existence of the Corporation is perpetual.

**ARTICLE III  
PURPOSE**

The Corporation may transact any and all lawful business for which corporations may be organized under the Florida Business Corporation Act.

**ARTICLE IV  
PRINCIPAL OFFICE AND MAILING ADDRESSES**

The principal office and mailing address of the Corporation is 9353 Laredo Avenue, Suite 100, Fort Myers, Florida 33905.

**ARTICLE V  
CAPITAL STOCK**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 2,000 shares in the aggregate, of which:

- (i) 1,000 shares shall be designated Voting Common Stock, par value \$.01 per share. Each issued and outstanding share of Voting Common Stock shall be entitled to vote on each matter submitted to a vote at a meeting of the shareholders;
- (ii) 1,000 shares shall be designated Non-Voting Common Stock, par value \$.01 per share. No issued and outstanding share of Non-Voting Common Stock shall be entitled to vote on any matter submitted to a vote at a meeting of the shareholders, but shall otherwise be identical in rights to each share of Voting Common Stock.

**ARTICLE VI  
REGISTERED OFFICE AND AGENT**

The street address of the Corporation's registered office is 5150 Tamiami Trail N., Suite 302, Naples, Florida 34103. The name of the Corporation's registered agent at that office is Tyler B. Korn, Esq.

**ARTICLE VII  
INDEMNIFICATION**

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 31st day of December, 2022.

  
\_\_\_\_\_  
Susanna M. Woods, President

**CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of Sensible Closet Company, Inc., a Florida corporation (the "Corporation"), in the Corporation's Amended and Restated Articles of Incorporation

Having been named as registered agent and to accept services of process for the Corporation at the registered office designated in the Corporation's Amended and Restated Articles of Incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 31 day of December, 2022.

  
\_\_\_\_\_  
Tyler B. Korn, Esq., Registered Agent