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FILED
2001 MAY 29 PM 3:06
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ACCOUNT NO. : 072100000032

REFERENCE : 165438 162930A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : May 29, 2001

ORDER TIME : 11:06 AM

ORDER NO. : 165438-005

CUSTOMER NO: 162930A

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*****35.00 *****35.00

CUSTOMER: Scott D. Krueger, Esq
Scott David Krueger, Esq
Suite 200
2790 Northwest 43rd Street
Gainesville, FL 32635

DOMESTIC AMENDMENT FILING

NAME: STEPHEN M STUTZ SALES, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT

Amend N.C.
C. COULLETTE MAY 29 2001

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward -- EXT# 1135

TO AGENCY OF FILING
OFFICE OF THE
CLERK OF THE
SUPREME COURT

EXAMINER'S INITIALS: _____

2001 MAY 29 PM 12:15

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TALLAHASSEE, FLORIDA

AMENDMENT TO AND CONVERSION OF THE ARTICLES OF INCORPORATION
OF STEPHEN M. STUTZ SALES, INC.
TO A PROFESSIONAL SERVICES CORPORATION

STEPHEN M. STUTZ SALES, INC., a Florida corporation formed under the Florida Business Corporation Act, hereby amends its Articles of Incorporation, pursuant to actions duly adopted by unanimous vote of the votes entitled to be cast by the Board of Directors and Shareholders on the 25th day of May, 2001, at which a quorum of Directors and Shareholders existed and that being a sufficient number of votes cast for approval of the following amendments, providing for a conversion in its corporate nature to that of a professional service corporation that shall comply with Chapter 621 of the Florida Statutes, and completely replaces its existing articles of incorporation with the following:

ARTICLE I

The name of this professional service corporation is "STEPHEN M. STUTZ SALES, P.A." The period of its duration is perpetual. The initial principal place of business and mailing address of this professional service corporation shall be:

4316 Northwest 62nd Drive
Gainesville, Florida 32606

The bylaws may provide for relocation of the principal office and mailing address to any other address.

ARTICLE II

The purpose of this professional service corporation is to engage only in every aspect and phase of the business of rendering professional **real estate** services to the general public and to do all things in connection therewith that are customarily done by licensed **real estate agents** under the laws of the State of Florida and in accordance with Chapter 621, Florida Statutes, "The Professional Service Corporation and Limited Liability Company

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Act."

All professional services shall be rendered only through officers, employees, and agents who are duly licensed under the laws of the State of Florida to practice their profession.

ARTICLE III

The professional service corporation is authorized to issue 50,000 shares, all of one class, at \$1.00 par value. Said stock shall be deemed Section 1244 stock pursuant to the Internal Revenue Code of 1986, as amended. Said stock shall be non-assessable and shall be payable in lawful money of the United States or in other property (other than stock or securities), at a just valuation to be fixed by the board of directors of this professional service corporation. Shares may be issued only to a professional corporation, a professional limited liability company, or an individual who is duly licensed or otherwise legally authorized to render the same specific professional services as those for which this corporation was incorporated.

ARTICLE IV

The business of this professional service corporation shall be conducted, carried on, and managed by the officers of this professional service corporation and a board of directors composed of one (1) or more members, which number may be altered from time to time in accordance with the By-Laws adopted by this professional

service corporation within the limitations prescribed by law.

The name and street address of each member of the board of directors is:

Stephen M. Stutz
4316 Northwest 62nd Drive
Gainesville, Florida 32606

He shall hold office until the next annual meeting of stockholders.

The officers of this professional service corporation shall be a president and any other officer as the board of directors may seem expedient. Any two or more offices may be held by the same person.

This professional service corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. The power to adopt, alter, amend or repeal the Articles of Incorporation or its bylaws of this professional service corporation shall be vested in the shareholders by a fifty-one (51) percent vote.

ARTICLE V

At all elections of directors of this professional service corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) the shareholder would be entitled to cast for the election of directors with respect to his shares of stock,

multiplied by the number of directors to be elected. The shareholder may cast all such votes for a single director, or may distribute them among the number to be voted for, or any two or more of them, as the shareholder may see fit.

If all the directors severally or collectively consent in writing to any action taken or to be taken by the professional service corporation, and the writings evidencing their consent are filed with the Secretary of the professional service corporation, the action shall be as valid as though it had been authorized at a meeting of the board of directors.

Each shareholder of this professional service corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this professional service corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this professional service corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the professional service corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the professional

service corporation within thirty (30) days of receipt of notice from the professional service corporation.

ARTICLE VI

No contract or other transaction between a professional service corporation and one or more of its directors, or between a professional service corporation and any other corporation, firm, association or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board of directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose if:

- 1) the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or
- 2) such common directorship, officership, or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or
- 3) the contract or transaction is fair and reasonable as to the professional service corporation at the time it is approved by the board, a committee or the shareholders.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which approves such contract or transaction.

ARTICLE VI

The professional service corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for pursuant to Florida statute or law.

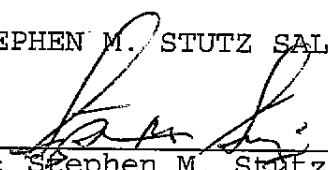
ARTICLE VII

The name and address of the registered agent and office of this professional service corporation is as follows:

SCOTT DAVID KRUEGER
2790 Northwest 43rd Street, Suite 200
Gainesville, Florida 32606
(352) 376-3090

IN WITNESS WHEREOF, the undersigned has executed this Amendment to and Conversion of the Articles of Incorporation, effective the 25th day of May, 2001.

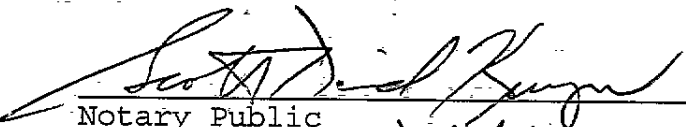
STEPHEN M. STUTZ SALES, INC.


By: Stephen M. Stutz
Its: President

STATE OF FLORIDA
COUNTY OF ALACHUA

BEFORE ME, the undersigned authority, personally appeared Stephen M. Stutz, to me personally known (yes ☒ no ☐) to be the person who executed the foregoing Amendment to and Conversion of the Articles of Incorporation on behalf of the corporation and he acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 25th day of May, 2001.


Notary Public
Printed Name: Scott David Krueger

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