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2009 FEB 23 PM 1:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Amendment Section
Division of Corporations

H&M ENTERPRISES SW FLORIDA, INC.
DBA YALAHBA BAKERY
8210 COUNTY ROAD 48
YALAHBA, FL 34797-3193

352-324-3779

NAME OF CORPORATION: H&M Enterprises of S.W. Florida, Inc. ■

DOCUMENT NUMBER: P00000041227 ■

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

Please return all correspondence concerning this matter to the following:

Lauren M. Ilvento, Esq.
(Name of Contact Person)

The Draves Law Firm, P.A.
(Firm/ Company)

120 East Concord Street
(Address)

Orlando, Florida 32801
(City/ State and Zip Code)

For further information concerning this matter, please call:

Lauren M. Ilvento, Esq. at (407) 423-1183
(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:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

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

Street Address

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

Articles of Amendment
to
Articles of Incorporation
of

H&M Enterprises of S.W. Florida, Inc.

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

P00000041227

(Document Number of Corporation (if known))

FILED
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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:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or Co.," or the designation "Corp.," "Inc.," or "Co." A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable:
(Principal office address **MUST BE A STREET ADDRESS**)

C. Enter new mailing address, if applicable:
(Mailing address **MAY BE A POST OFFICE BOX**)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

New Registered Office Address:

(Florida street address)

_____, Florida
(City) (Zip Code)

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

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:
(Attach additional sheets, if necessary)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

Please see attached Amended and Restated Articles of Incorporation

F. If an amendment provides for an 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)

The date of each amendment(s) adoption:

2-17-2009

Effective date if applicable:

(no more than 90 days after amendment file date)

Adoption of Amendment(s)

(CHECK ONE)

☒ The amendment(s) was/were adopted 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.

Dated 02-17-2009

Signature



(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)

Hans Birk

(Typed or printed name of person signing)

President

(Title of person signing)

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ARTICLES OF INCORPORATION
OF
H&M ENTERPRISES OF S.W. FLORIDA, INC.

The undersigned, acting as Incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I – NAME

The name of the corporation shall be H&M ENTERPRISES OF S.W. FLORIDA, INC.

ARTICLE II – PRINCIPAL OFFICE

The principal office of this Corporation shall be located at 8210 County Road 48, Yalaha, Florida 34797 and the mailing address shall be 8210 County Road 48, Yalaha, Florida 34797.

ARTICLE III – PURPOSE

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or of any other state, country, territory or nation.

ARTICLE IV – CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is TEN THOUSAND (10,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE V – STOCK OWNERSHIP

In the event stock is held jointly by more than one person or entity, one owner of that jointly-held stock shall be designated as the owner authorized to cast his or her vote.

ARTICLE VI – INITIAL BOARD OF DIRECTORS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall initially be managed under the direction of, the board of directors of the Corporation. There is one (1) director as follows: HANS BIRK, 8210 County Road 48, Yalaha, Florida 34797.

ARTICLE VII – STOCK RESTRICTION AGREEMENTS

Agreements among this Corporation's shareholders or between this Corporation and its shareholders may include the following as valid matters of contract: (1) reasonable restrictions upon the transferability or assignment of the shares of stock of this Corporation; (2) obligations, or first refusal rights, to redeem or purchase shares of stock of this Corporation prior to a transfer or

assignment of such shares of stock of this Corporation; provided, however, that such agreements shall be made in accordance with the provisions of Sections 607.0731 and 607.0627 of the Florida Statutes. The Board of Directors is specifically authorized to approve agreements between this Corporation and its shareholders made in accordance with the provisions of Sections 607.0731 and 607.0627 of the Florida Statutes. Copies of any stock restriction agreement between this Corporation and its shareholders shall be maintained at the principal office of this Corporation.

ARTICLE VIII – INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE IX – BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE X – PRE-EMPTIVE RIGHTS

Every shareholder, upon the issuance of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share at the price at which it is offered to others.

ARTICLE XI – AMENDMENT

The Articles of Incorporation may be amended at any time pursuant to the requirements of Florida Statutes, at any regular meeting or at a special meeting called for that purpose.

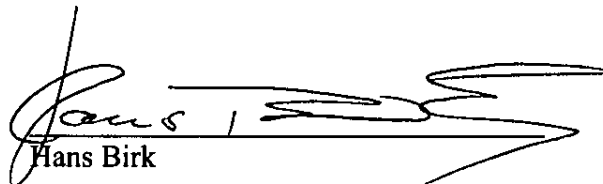
ARTICLE XII-INCORPORATOR

The name and address of the Incorporator of this Corporation is Gudrun Maria Nickel, P.A., 350 Fifth Avenue South, Suite 200, Naples, Florida 34102.

ARTICLE XIII – INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The registered office of this Corporation in the State of Florida is 8210 County Road 48, Yalaha, Florida 34797 and the name of the registered agent of this Corporation at that address is Hans Birk. The Board of Directors may from time to time designate a new registered agent.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 18th day of February, 2008.


Hans Birk

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Signed in my Presence this 18th day of February 2008



