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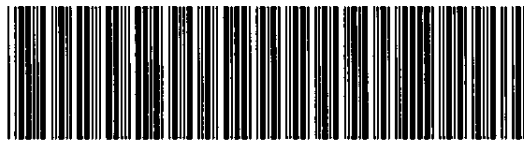
(Business Entity Name)

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RECEIVED
06 DEC 29 AM 10:56
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
2006 DEC 29 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amerd & Rest

C. Coulllette DEC 29 2006



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 691307 3487A

AUTHORIZATION :

COST LIMIT : \$ 35.00

[Handwritten signature]

ORDER DATE : December 29, 2006

ORDER TIME : 9:27 AM

ORDER NO. : 691307-005

CUSTOMER NO: 3487A

DOMESTIC AMENDMENT FILING

NAME: FAIRWAY DEVELOPMENT GROUP,
INC.

XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Kimberly Moret -- EXT# 2949

EXAMINER'S INITIALS: _____

ARTICLES OF AMENDMENT AND RESTATEMENT

OF

ARTICLES OF INCORPORATION

OF

FAIRWAY DEVELOPMENT GROUP, INC.

FILED
2006 DEC 29 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1007, Florida Statutes, this Corporation adopts the following Amended and Restated Articles of Incorporation.

1. This Corporation hereby amends and restates its Articles of Incorporation originally dated August 22, 2001 and filed on August 24, 2001, and filed as Document Number P01000084232.

2. The name of the Corporation is Fairway Development Group, Inc.

3. These Articles of Amendment and Restatement of the Articles of Incorporation of Fairway Development Group, Inc., were adopted on November 30, 2006, by the Board of Directors of the Corporation and the Shareholders. The number of votes cast for the Articles of Amendment and Restatement were sufficient for approval.

4. This Corporation's Articles of Incorporation are hereby amended and restated as follows:

ARTICLE I - NAME

The name of the corporation ("Corporation") is Fairway Development Group, Inc.

ARTICLE II - TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE III - PURPOSES

The purposes of the Corporation are to engage in any lawful act, activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this Corporation is 2033 Main Street, Suite 104, Sarasota, Florida 34237.

ARTICLE V - CAPITAL STOCK

The authorized capital stock of Corporation shall consist of ten thousand (10,000) shares of Class A Voting Common Stock, \$1.00 par value and ninety thousand (90,000) shares of Class B Non-Voting Common Stock, \$1.00 par value.

Except for voting rights attributable solely to the Class A Voting Common Stock, with respect to all other rights including but not limited to, distribution rights and liquidation rights, the Class A Voting Common Stock and the Class B Non-Voting Common Stock shall share all other rights equally.

The recapitalization of the Corporation's Capital Stock will be accomplished by the Corporation exchanging each share of the Corporation's existing Common Stock for (a) five (5) share(s) of Class A Voting Common Stock, \$1.00 par value and (b) forty-five (45) share(s) of Class B Non-Voting Common Stock, \$1.00 par value.

ARTICLE VI - REGISTERED AGENT AND ADDRESS

The initial street address of the Corporation's registered office is Icard, Merrill, Cullis, Timm, Furen & Ginsburg, P.A., 2033 Main Street, Suite 600, Sarasota, FL 34237. The initial registered agent for the Corporation at that address is Bruce P. Chapnick, Esq.

ARTICLE VII - INCORPORATOR

The name(s) and street address(es) of the original incorporator(s) to these Articles of Incorporation is/are:

<u>Name</u>	<u>Address</u>
David P. Elliott	3333 S. Tamiami Trail, Suite 353 Venice, Florida 34285

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

ARTICLE IX - AMENDMENT

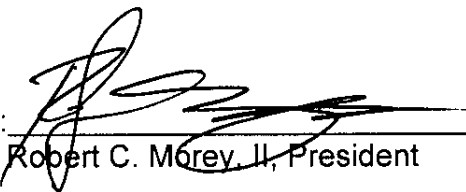
The Articles of Incorporation may be amended in certain instances by the Board of Directors pursuant to applicable law and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders meeting by a majority of the stock entitled to vote thereon.

ARTICLE X - SHAREHOLDER ACTION

An affirmative vote of fifty-one percent (51%) of the shares of the capital stock of the Corporation shall be required for any Shareholder action.

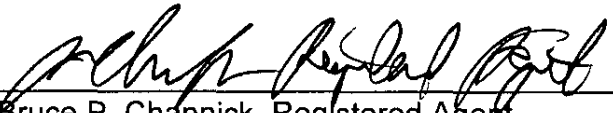
IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed these Articles of Amendment and Restatement of Articles of Incorporation as of November 30, 2006.

FAIRWAY DEVELOPMENT GROUP, INC.

By: 
Robert C. Morey, II, President

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Fairway Development Group, Inc. at the place designated in the Articles of Incorporation, the undersigned hereby 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 the undersigned's duties, and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.



Bruce P. Chapnick, Registered Agent
Date: November 30, 2006