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Amend

**TRANSMITTAL LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** C2FS DEVELOPMENT CORPORATION

**DOCUMENT NUMBER:** P02000077592

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

Please return all correspondence concerning this matter to the following:

Judy L. Pennala

(Name of Person)

C2FS Development Corporation

(Name of Firm/ Company)

11300 4th Street N., Suite 200

(Address)

St. Petersburg, FL 33716

(City/ State/ and Zip Code)

For further information concerning this matter, please call:

Judy Pennala

(Name of Person)

at ( 727 ) 577-9197

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

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**Mailing Address**

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

**Street Address**

Amendment Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
C2FS DEVELOPMENT CORPORATION**

**FILED**  
-04 JUN 21 PM 4:25  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

**1 Amendment.**

Article VII of the Articles of Incorporation of C2FS Development Corporation, a Florida corporation is hereby amended to read in its entirety as follows:

**ARTICLE VII DIRECTORS**

The Corporation, and the Shareholders have entered into a Shareholder Agreement within the meaning of §607.0732, Florida Statutes, dated June \_\_, 2004 (the "Shareholder Agreement"), for the purpose of establishing who shall be the directors of the Corporation at all times on and after the Effective Date and prior to the Satisfaction Date as defined in the Shareholder Agreement. The number of members comprising the Corporation's full Board of Directors is initially fixed at four (4) members, and M. Steven Sembler, James M. Chadwick, Harry R. Chadwick, and Robert Fleeting, are designated to serve as the members of the Corporation's full Board of Directors. In the event of the death, incapacity, resignation, refusal or inability to act for any reason as a director of M. Steven Sembler, James M. Chadwick, Harry R. Chadwick, or Robert Fleeting, the other of them shall serve as the members of the full Board of Directors of the Corporation, and the number of persons comprising the full Board of Directors of the Corporation shall be automatically adjusted to the number of those named individuals who continue to serve as directors. In the event of the death, incapacity, resignation, refusal or inability to act for any reason as a director of all but one (1) of those named individuals, the sole remaining individual shall serve as the sole member of the Corporation's Board of Directors. Only in the event of death, incapacity, resignation, refusal or inability to act as a director of each of M. Steven Sembler, James M. Chadwick, Harry R. Chadwick, and Robert Fleeting prior to the Satisfaction Date, shall the Corporation's shareholders be entitled to elect, appoint or designate a person other than M. Steven Sembler, James M. Chadwick, Harry R. Chadwick, or Robert Fleeting, to serve as a member of the Corporation's full Board of Directors. A director need not be a shareholder of the corporation.

Neither this Article VII nor any other provision of these Articles of Incorporation may be modified or revoked in whole or in part prior to the Satisfaction Date as provided in the Shareholder Agreement.

**2 Date of Adoption.**

The foregoing amendment was adopted by the <sup>shareholders</sup> on June 14 2004.

**C2FS DEVELOPMENT CORPORATION**

**3 Shareholder Approval.**

The number of votes cast for the amendment by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, these Articles of Amendment have been executed this June \_\_, 2004

  
**JAMES M. CHADWICK**  
President