

P03000085672

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H05000118951 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850) 205-0380

From:
Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1575

RESUBMIT
Please give original
submission date as file date

BASIC AMENDMENT

ARTISTIC DESIGN AND RENOVATION, INC.

Certificate of Status	0
Certified Copy	1
Page Count	08.09
Estimated Charge	\$43.75

RECEIVED
05 MAY 13 AM 11:56
DIVISION OF CORPORATIONS

FILED
05 MAY 10 PM 12:05
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Electronic Filing Menu

Corporate Filing

Public Access Help

Amendment
05/13/05



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

May 10, 2005

ARTISTIC DESIGN AND RENOVATION, INC.
1098 NW FED. HWY
STUART, FL 34994US

SUBJECT: ARTISTIC DESIGN AND RENOVATION, INC.
REF: P03000085672

RESUBMIT
Please give original
submission date as file date.

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The capacity of the person signing the document must be typed or printed beneath or opposite the signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Connell
Document Specialist

FAX Attn. #: H05000118951
Letter Number: 505A00033507

H 05000118951 3

**ARTICLES OF AMENDMENT
OF
ARTISTIC DESIGN AND RENOVATION, INC.**

Pursuant to the provisions of Section 607.1006, Florida Statutes, the Articles of Incorporation of the above-named corporation (the "Corporation"), filed with the Department of State on August 5, 2003 and Document Number P03000085672, are hereby amended by the shareholders and Directors of the Corporation whereby the number of votes cast for the amendment by the shareholders was sufficient for approval and evidenced pursuant to a written consent in lieu of meeting executed by a majority of the holders of all of the Corporation's Common Stock and all of the Corporation's Directors on May 6, 2005, as follows:

The original Articles of Incorporation are hereby deleted in their entirety and replaced with the following:

**ARTICLE I
NAME**

The name of this Corporation is: Artistic Design and Renovation, Inc.

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business and mailing address of this Corporation shall be:

1098 NW Federal Highway
Stuart, Florida 34994

**ARTICLE III
DURATION AND EFFECTIVE DATE**

The duration of this Corporation is perpetual, unless dissolved according to law. The effective date of this incorporation shall be upon filing.

**ARTICLE IV
PURPOSE**

The purpose of this Corporation is to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLES OF AMENDMENT
OF
ARTISTIC DESIGN AND RENOVATION, INC.

H 05000118951 3

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 MAY 10 PM 12:05

H 050 00118951 3

ARTICLE V **STOCK**

The aggregate number of shares which this Corporation shall have authority to issue is 10,000 shares of Class A Common stock at One Dollar (\$1.00) par value per share. Fully-paid stock of this Corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the Corporation that have been issued shall be the stated capital of the Corporation at any particular time, to the extent of the par value of such shares, and the excess, if any, of consideration received for such shares shall constitute capital surplus.

ARTICLE VI **PREEMPTIVE RIGHTS**

This Corporation elects to have preemptive rights. Therefore, each Shareholder of the Corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in the Corporation that may from time to time be issued (whether or not presently authorized) including shares from the treasury, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding. This right shall be deemed waived by any Shareholder that does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the Corporation stating the price, terms and conditions of the issue of the 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 Corporation within thirty days of receipt of the notice from the Corporation.

ARTICLE VII **AMENDMENT**

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a Shareholders meeting called for that purpose.

ARTICLE VIII **QUORUM FOR STOCKHOLDERS MEETINGS**

Unless otherwise provided for in the Corporation's By-laws, a majority of the shares entitled to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of Shareholders.

H 050 00118951 3

H 05000118951 3

ARTICLE IX
REGISTERED OFFICE AND AGENT

The street address of this Corporation's registered office in Florida is 2055 South Kanner Highway, Stuart, Florida 34994 and the name of its registered agent at that address is Thomas W. Dvorak.

ARTICLE X
BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of and the business and affairs of the Corporation shall be managed under the direction of a Board of Directors, which shall have at least one member initially. The number of Directors may be increased or decreased by the Shareholders from time to time as provided in the By-laws of the Corporation. The following persons are appointed to serve as Directors of the Corporation until the next meeting of shareholders:

<u>Name</u>	<u>Address</u>
Hugh R. Battle	1098 NW Federal Highway Stuart, Florida 34994
Ron Narbutas	1098 NW Federal Highway Stuart, Florida 34994

ARTICLE XI
OFFICERS

The following persons are elected to serve as officers of the Corporation, and, in the capacities indicated, to hold office until their successors are duly elected and qualified:

President/ Treasurer:	Hugh R. Battle
Vice President/ Secretary:	Ron Narbutas

ARTICLE XII
COMMON DIRECTOR - TRANSACTIONS BETWEEN CORPORATIONS

No contract or other transaction between this Corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are directors or officers or are financially interested, shall either be void or voidable

H 05000118951 3

H 05000118951 3

because of such relationship or interest, or because such Director or Directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves or ratifies such contract or transaction, or because his or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by vote or consent sufficient for that purpose without counting the votes or consents of such Director; or (b) the fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the Corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes approves or ratifies such contract or transactions.

ARTICLE XIII **BY-LAWS**

The By-Laws of the Corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Board of Directors or by the affirmative vote of a majority of Shareholders at any meeting thereof.

ARTICLE XIV **EMERGENCY BY-LAWS**

The Board of Directors of the corporation may adopt bylaws to be effective only in an "emergency". An emergency exists if a quorum of the Corporation's Directors cannot readily be assembled because of some catastrophic event. Emergency bylaws are subject to amendment or repeal by the Shareholders as well as the Directors.

ARTICLE XV **SPECIAL PROVISIONS**

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and for creating, defining, limiting and regulating the powers of the Corporation, its Shareholders and Directors, are hereby adopted as a part of these Articles of Incorporation.

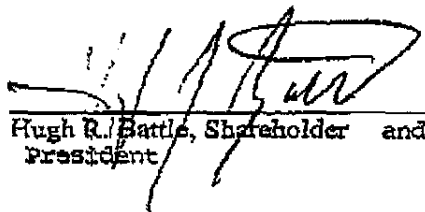
1. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in this Corporation.
2. The Board of Directors may prescribe a method or methods for replacement of

H 05000118951 3

H 05000118951 2

lost certificates, and prescribe reasonable conditions by way of security upon the issue of new certificates therefor.

3. The Board of Directors, by the affirmative vote of a majority of the Directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all Directors for services to the Corporation as Directors, officers or otherwise.



Hugh R. Battle, Shareholder and
President

H 05000118951 3

H 05000118951 3

**CERTIFICATE DESIGNATING PLACE OF
BUSINESS OF DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of §§48.091(1) and 607.0501, Florida Statutes, the following is submitted in compliance thereof:

That ARTISTIC DESIGN AND RENOVATION, INC. desiring to organize as a corporation under the laws of the State of Florida, with its initial registered office in Florida being in the County of Martin, at 2055 South Kanner Highway, Stuart, FL 34994 has named Thomas W. Dvorak located at that same address as its initial registered agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505, Florida Statutes.


Thomas W. Dvorak, Registered Agent

5/9/05
Date

ARTICLES OF AMENDMENT
OF
ARTISTIC DESIGN AND RENOVATION, INC.

Page 6 of 7

H 05000118951 3

FILE No.157 05/12 '05 23:05 ID:CSC
MAY-10-2005(TUE) 09:43

FAX:850 558 1515
(FAX) 112 223 3000

PAGE 9/ 8
P. 000/000

H 05000118951 3

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 9th day of May, 2005,
by THOMAS W. DVORAK, as Registered Agent of ARTISTIC DESIGN AND RENOVATION,
INC., who are personally known to me.

Karl D. Lenehan
NOTARY PUBLIC



ARTICLES OF AMENDMENT
OF
ARTISTIC DESIGN AND RENOVATION, INC.

Page 7 of 7

H 05000118951 3