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Fax Number : (850) 205-0380

From: Account Name : WELTON & WILLIAMSON P.A.
Account Number : I19990000108
Phone : (850) 682-2120
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DIVISION OF CORPORATIONS

BASIC AMENDMENT

GC PROPERTIES & DEVELOPMENT, INC.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
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| Page Count | 06 |
| Estimated Charge | \$35.00 |

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TALLAHASSEE, FLORIDA

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ResAmend
2/23/05

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Restated
ARTICLES OF INCORPORATION
OF
G C PROPERTIES & DEVELOPMENT, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida Profit Corporation adopts the following amendments to its Articles of Incorporation:

AMENDMENTS ADOPTED: The entire original Articles of Incorporation are replaced and **RESTATED** as follows:

ARTICLE ONE

NAME

The name of the corporation is: **G C Properties & Development, Inc.**

ARTICLE TWO

PRINCIPAL OFFICE

The street address of the initial principal office of the corporation is:

4821 Mosley Lane North
Crestview, Florida 32539

ARTICLE THREE

CORPORATE EXISTENCE AND DURATION

The corporate existence shall begin on the date of filing of these articles and the duration of the corporation shall be perpetual.

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ARTICLE FOUR

PURPOSE OR PURPOSES

The general purposes for which the corporation is organized are:

1. To engage in the purchase, sale and/or development of real estate. The foregoing purposes and activities will be interpreted as examples only and not as limitations, and nothing therein shall be deemed as prohibiting the corporation from engaging in any lawful act or activity for which a corporation may be organized under the Florida Business Corporation Act
2. To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act or engage in any other trade or business which can, in the opinion of the shareholders of the corporation, be advantageously carried on in connection with or auxiliary to the preceding business.
3. To do such other things as are incidental to the above or necessary or desirable in order to accomplish the above.

ARTICLE FIVE

CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is 100 shares, and may change upon the vote of not less than 2/3 vote of the outstanding shares. Such shares shall be of a single class of common stock with a par value of \$1.00.

ARTICLE SIX

ORGANIZATION

This corporation, pursuant to the authority vested in Section 607.0801 and 607.0732(1), Florida Statutes, is to have no board of directors and said corporation shall be managed by its shareholders rather than a board of directors, and the shareholders shall elect the officers and otherwise run the corporation in the place and stead of a board of directors.

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ARTICLE SEVEN

SHAREHOLDERS AND OFFICERS

The names and addresses of the shareholders and initial officers of this corporation are:

| <u>Name:</u> | <u>Address:</u> |
|--|---|
| Jeff Geoghagan, President 50 % Shareholder | P. O. Box 1805 Crestview, Florida 32536 |
| John J. Corbin, Vice-President 50 % Shareholder | 4821 Mosley Lane North, Crestview, FL 32539 |

ARTICLE EIGHT

POWERS TO AMEND ARTICLES OR ESTABLISH BY-LAWS

The power to adopt, alter, or amend or repeal by-laws shall be vested in the shareholders, by a vote of not less the 2/3 of the outstanding.

ARTICLE NINE

PREEMPTIVE RIGHTS

Every Shareholder, upon the sale for any consideration of any new stock issues of this corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase a pro-rata share thereof at the price at which it is offered to others.

ARTICLE TEN

ACTION BY WRITTEN CONSENT

Any action required by law, the Articles of Incorporation or the By-Laws of this corporation to be taken at any annual or special meeting of the Shareholders of the corporation or any action which may be taken at any annual or special meeting such Shareholders, may be taken without a meeting, without prior notice or without a vote, if a consent in writing, setting forth the action so taken, shall be

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signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted.

ARTICLE ELEVEN

INCORPORATOR

The names and addresses of the persons signing these Articles of Incorporation are:

John Corbin
4821 Mosley Lane North
Crestview, Florida 32536

ARTICLE TWELVE

REGISTERED OFFICE AND AGENT

The initial office and registered agent of this corporation is as follows:

Welton & Williamson, LLC
1020 South Ferdon Blvd.
Crestview, Florida 32536

ARTICLE THIRTEEN

AMENDMENTS

The Shareholders shall have the power to alter, amend, or repeal provisions of these articles upon the vote of not less than 2/3 of the outstanding shares.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation, this day of February, 2005.




John Corbin, Incorporator

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ACCEPTANCE OF REGISTERED AGENT


Having been named to accept service of process for the above corporation at the above listed address. *I hereby consent to act in the capacity, and agree to comply with the provisions of the law relative to the registered agent.*


A. Wayne Williamson, for
Welton & Williamson, P.A.

THE DATE OF THE AMENDMENT ADOPTED IS: February 17, 2005.

THE ADOPTION OF THE AMENDMENT(S): Were approved by the shareholders. The number of votes cast for the amendment by the shareholders were sufficient for approval.

Signed this 23 day of February, 2005.


Jeffrey A. Geoghagan, President

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