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TALLAHASSEE, FLORIDA

Amended & Restated

T BROWN JAN 19 2005

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: JC Gear Sportswear and Apparel, Inc.

(Name of Corporation)

DOCUMENT NUMBER: P04000120983

The enclosed Articles of Correction and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

James M. Thomas, Esq.

(Name of Person)

JC Gear Sportswear and Apparel, Inc.

(Name of Firm/Company)

2759 SR 580, Ste. 213

(Address)

Clearwater, FL 33761

(City/State and Zip Code)

For further information concerning this matter, please call:

James M. Thomas, Esq.

(Name of Person)

at (727)

797-8200

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$35.00 Filing Fee

☐ \$43.75 Filing Fee & Certificate of Status

☐ \$43.75 Filing Fee & Certified Copy

☐ \$52.50 Filing Fee, Certificate of Status &
Certified Copy

Mailing Address:

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

Street Address:

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



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

January 10, 2005

JAMES M. THOMAS, ESQ.
JC GEAR SPORTSWEAR AND APPAREL, INC.
2759 SR 580, SUITE 213
CLEARWATER, FL 33761

SUBJECT: JC GEAR SPORTSWEAR AND APPAREL, INC.
Ref. Number: P04000120983

We have received your document for JC GEAR SPORTSWEAR AND APPAREL, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please entitle your document Amended and Restated Articles of Incorporation.

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

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) 245-6869.

Teresa Brown
Document Specialist

Letter Number: 105A00001634

AMENDED AND RESTATED ARTICLES OF INCORPORATION

of

JC GEAR SPORTSWEAR AND APPAREL, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I, Name

The name of the corporation is the **JC GEAR SPORTSWEAR AND APPAREL, INC.** and is formed in compliance with Chapter 607 and/or Chapter 621 Florida Statutes.

Article II, Principal Office

JC GEAR SPORTSWEAR AND APPAREL, INC.'s principal business address is:

2759 State Road 580, Suite 213
Clearwater, Florida 33761

Article III, Duration

This corporation shall exist perpetually.

Article IV, Purpose

This corporation is organized for the purpose of conducting any business permitted under the laws of the State of Florida.

Article V, Shares

This corporation is authorized to issue five million (5,000,000) shares of one (\$1.00) par value common stock.

Article VI, Initial Registered Agent and Office

The initial registered agent and the street address of the initial registered office of this corporation is:

James M. Thomas, Esq.
2759 State Road 580, Suite 213
Clearwater, Florida 33761

Article VII, Incorporators

The name and address of the persons incorporating **JC GEAR SPORTSWEAR AND APPAREL, INC.** and affixing their signatures hereto as the incorporators are:

James M. Thomas
2759 State Road 580, Suite 213
Clearwater, Florida 33761

Article VIII, Directors

The name and address of the initial directors of this corporation are:

James M. Thomas, President
2759 State Road 580, Suite 213
Clearwater, Florida 33761

Catherine W. Thomas, Vice President
2759 State Road 580, Suite 213
Clearwater, Florida 33761

Article IX, Indemnification

This corporation shall, to the fullest extent permitted by the provisions of Florida Statutes § 607.0850, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify any and all persons whom it shall have power to indemnify under said provision from and against any and all of the expenses, liabilities or other matters referred to or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in the person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Article X, Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

Article XI, Bylaws

The bylaws may from time to time be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any bylaw adopted by shareholders if the shareholders specifically provide such bylaw is not subject to amendment or repeal by the directors.

Article XII, Effective Date

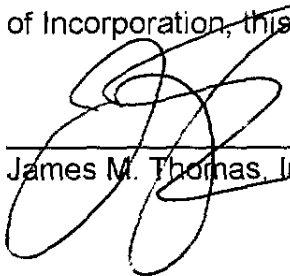
Corporate existence shall begin upon the filing of the Articles of Incorporation.

Certificate of No Shareholder Action Required

This Restatement and Amendment was adopted by the Board of Directors and does not contain any amendment whereby shareholder approval would be required.

Execution by Incorporator

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation, this 13 day of January 2005.

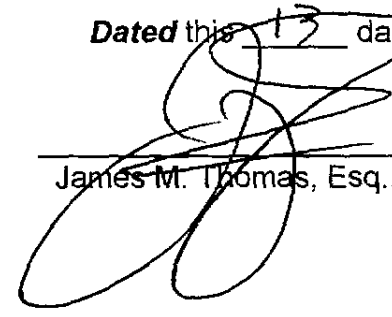


James M. Thomas, Incorporator

Appointment of Registered Agent

The undersigned hereby accepts the appointment as Registered Agent. I am familiar with and accept the obligations of a Registered Agent as set forth within Section 607.0505, Florida Statutes.

Dated this 13 day of January 2005.



James M. Thomas, Esq., Registered Agent