

P04000125917

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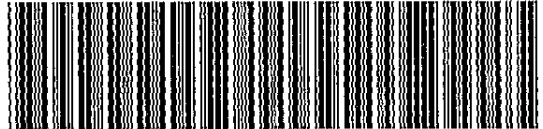
(Business Entity Name)

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TALLAHASSEE, FL 32307

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Amend

DEC 09 2005

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Bayshore Landscaping

Signature _____

Requested by: SW

11/23

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

- _____ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- ☒ _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- _____ Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____



FLORIDA DEPARTMENT OF STATE
Division of Corporations

COPY

November 23, 2005

CAPITAL CONNECTION, INC.

TALLAHASSEE, FL

SUBJECT: BAYSHORE LANDSCAPING, INC.
Ref. Number: P04000125917

RE-SUBMIT
PLEASE OBTAIN THE ORIGINAL
FILE DATE

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05 DEC -8 PM 3:42
DIVISION OF CORPORATIONS
STATE OF FLORIDA
HAS NOT BEEN CORRECTED
(A.R.)

We have received your document for BAYSHORE LANDSCAPING, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

You need to remove the verbage about "articles of organization" from this document.

The amendment must be adopted in one of the following manners:

(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(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.

(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

The date of adoption/authorization of this document must be a date on or prior to submitting the document to this office, and this date must be specifically stated in the document. If you wish to have a future effective date, you must include the date of adoption/authorization and the effective date. The date of adoption/authorization is the date the document was approved.

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

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STATE OF FLORIDA

(850) 245-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 305A00069059

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION OF
BAYSHORE LANDSCAPING, INC.**

First: The Articles of Incorporation were filed on September 28, 2004 and assigned document number P04000125917.

- Second:

Principal Office. The mailing address and the street address of the principal office of the corporation is 4949 S.R. 64 East, MB# 129, Bradenton, Florida 34208.

The Director of the Corporation is as follows:

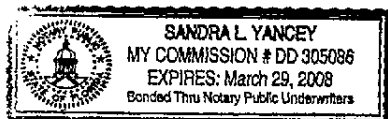
Jason W. Parks
4949 S.R. 64 East, MB# 129
Bradenton, Florida 34208

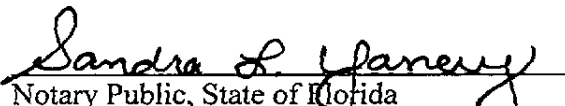
Dated this 5th day of December, 2005.


MICHAEL S. FERGUSON, President

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing Articles of Incorporation were acknowledged before me this 5th day of December, 2005, by MICHAEL S. FERGUSON, as President, who is personally known to me or ~~who has produced~~ _____ as identification.




Notary Public, State of Florida
My Commission Expires:

FILED
05 NOV 23 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BAYSHORE LANDSCAPING, INC.

MEETING OF STOCKHOLDERS and BOARD OF DIRECTORS
SALE OF COMPANY STOCK AND
RESIGNATIONS OF OFFICERS AND DIRECTORS

At a combined meeting of the undersigned stockholders, representing 100% of the ownership, and the entire Board of Directors of Bayshore Landscaping, Inc.. (the "Company") on November 12, 2005, the Company adopted the following unanimously voted to adopt the following resolutions:

RESOLVED, that the Company agrees and consents to the sale of 100% of its outstanding capital stock from Michael S. Ferguson and Delinda Ferguson to Jason William Parks in accordance with the provisions of the attached Stock Purchase Agreement between the parties dated November 12, 2005. The Secretary of the Company shall cause the cancellation of the Ferguson's shares and issue of new shares to Mr. Parks and whatever other actions are required of the Company to facilitate and accomplish the change of ownership.

FURTHER RESOLVED, that the Company accept the resignation of Michael Ferguson and Delinda Ferguson as Directors of the Company.

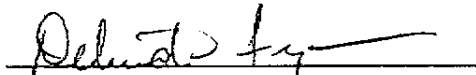
FURTHER RESOLVED, that the Company accept the resignation of Michael S. Ferguson as President of the Company.

FURTHER RESOLVED, that the Company accept the resignation of Delinda Ferguson as Secretary of the Company.

THERE BEING NO FURTHER BUSINESS, the meeting was adjourned.



MICHAEL S. FERGUSON, Stockholder,
Director, and President



DELINDA FERGUSON, Stockholder,
Director, and Secretary