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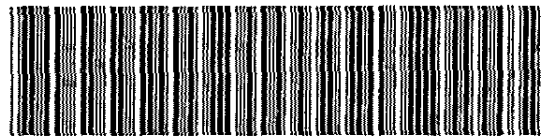
(Business Entity Name)

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Reid*

Smith 'APR 29 2005

ICARD, MERRILL, CULLIS, TIMM,
FUREN & GINSBURG, P.A.

ATTORNEYS AND COUNSELORS

2033 MAIN STREET, SUITE 600

SARASOTA, FLORIDA 34237

TELEPHONE (941) 366-8100

FACSIMILE (941) 366-6384

www.icardmerrill.com

KATHERINE L. SMITH
E-MAIL: ksmith@icardmerrill.com
ADMITTED IN WISCONSIN
LL.M. IN TAXATION

REPLY TO:
P.O. BOX 4195
SARASOTA, FLORIDA 34230

April 20, 2005

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Alinéa Management Corporation
OFN: 49377-69436

To Whom It May Concern:

Enclosed please find the following:

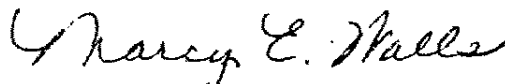
1. An original and one copy of Articles of Amendment to Articles of Incorporation of Alinéa Management Corporation; and
2. Our check in the amount of \$45.75 which represents the \$35.00 filing fee and the \$10.75 fee to obtain a certified copy of the filing.

Please file stamp the copy of the Articles of Amendment and send the same along with receipt of payment and the certified copy to Katherine L. Smith, Esquire, c/o Icard, Merrill, Cullis, Timm, Furen & Ginsburg, P.A., 2033 Main Street, Suite 600, Sarasota, FL 34237.

Thank you for your attention to this request.

Very truly yours,

ICARD, MERRILL, CULLIS,
TIMM, FUREN & GINSBURG, P.A.



Marcy E. Walls, Assistant to
Katherine L. Smith

/mew

Enclosures

F:\USERS\KLS\CLIENTS\IZOLNER\ALINEA.INC\SEC-ST.WPD

**ARTICLES OF AMENDMENT AND RESTATEMENT
OF
THE ARTICLES OF INCORPORATION
OF
ALINÉA MANAGEMENT CORPORATION**

Pursuant to the provisions of Section 607.1007, Florida Statutes, this Corporation adopts the following Articles of Amendment and Restatement of its Articles of Incorporation.

1. This Corporation hereby amends and restates its Articles of Incorporation originally dated November 29, 2004 and filed on December 7, 2004, and filed as Document Number P04000164747.
2. The name of the Corporation is Alinéa Management Corporation.
3. These Articles of Amendment and Restatement of the Articles of Incorporation of Alinéa Management Corporation, were adopted on April 18, 2005 by the Board of Directors of the Corporation and the Shareholders. The number of votes cast for the Articles of Amendment and Restatement were sufficient for approval.
4. This Corporation's Articles of Incorporation are hereby amended and restated as follows:

ARTICLE I - NAME

The name of the corporation ("Corporation") is Alinéa Management Corporation

ARTICLE II - TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE III - PURPOSES

The purposes of the Corporation are to engage in any lawful act, activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this Corporation is 4619 Hidden Forest Lane, Sarasota, FL 34235.

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TALLAHASSEE, FLORIDA

ARTICLE V - CAPITAL STOCK

The authorized capital stock of Corporation shall consist of ten thousand (10,000) shares of Class A Voting Common Stock, \$10.00 par value, and forty thousand (40,000) shares of Class B Nonvoting Common Stock, \$10.00 par value.

Except for voting rights attributable solely to the Class A Voting Common Stock, with respect to all other rights including but not limited to, distribution rights and liquidation rights, the Class A Voting Common Stock and the Class B Nonvoting Common Stock shall share all other rights equally.

ARTICLE VI - REGISTERED AGENT AND ADDRESS

The street address of the Corporation's registered office is 2033 Main Street, Suite 600, Sarasota, FL 34237. The initial registered agent for the Corporation at that address is Katherine L. Smith, Esq.

ARTICLE VII - DIRECTORS

The initial Board of Directors shall consist of three (3) Members. The names and addresses of the persons who will serve on the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
David J. Zolner	75 Juniper Ridge Road Gilford, NH 03249
June L. Zolner	6938 Riversedge Street Circle Bradenton, FL 34202
Keith D. Zolner	4619 Hidden Forest Lane Sarasota, FL 34235

ARTICLE VIII - INCORPORATOR

The name and street address of the original incorporator to these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Katherine L. Smith, Esq.	2033 Main Street, Suite 600 Sarasota, FL 34237

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

ARTICLE IX - AMENDMENT

The Articles of Incorporation may be amended in certain instances by the Board of Directors pursuant to applicable law and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders meeting by a majority of the stock entitled to vote thereon.

ARTICLE XII - SHAREHOLDER ACTION

An affirmative vote of fifty-one percent (51%) of the shares of the capital stock of the Corporation shall be required for any Shareholder action.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation as of April 18, 2005.

By: 
Keith D. Zolner