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Amend
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06 MAR 27 PM 2:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: R Pools, Inc.

DOCUMENT NUMBER: P04000165261

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Susan J. Rothermel

(Name of Contact Person)

R Pools, Inc.

(Firm/ Company)

1891 Porter Lake Drive, Suite 107

(Address)

Sarasota, Florida 34240

(City/ State and Zip Code)

For further information concerning this matter, please call:

Susan J. Rothermel

(Name of Contact Person)

at (941) 377-5133

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
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(Additional copy is
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☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

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

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

R Pools, Inc.

(Name of corporation as currently filed with the Florida Dept. of State)

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TALLAHASSEE, FLORIDA

P04000165261

(Document number of corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

Article IV -- This article is being amended to increase the number of
shares the corporation is authorized to issue from 300,000 shares to
1,000,000 shares.

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

(continued)

The date of each amendment(s) adoption: June 1, 2005

Effective date if applicable: June 1, 2005
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- ☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by

(voting group)"

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signature Susan J. Rothermel
(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Susan J. Rothermel
(Typed or printed name of person signing)

Corporate Secretary
(Title of person signing)

FILING FEE: \$35

Resolution of Stockholders and Directors

Statement of Amendment to Articles of Incorporation of R Pools, Inc., A Florida Corporation

The undersigned do hereby certify that a meeting of the Board of Directors and Shareholders of said Corporation was duly called and held at the office of said Corporation on the 1st day of June, 2005 at which meeting a quorum was present and voted, the following Resolution was adopted: Pursuant to Section 607.181(3), Florida Statutes the undersigned Directors, and the Stockholders of R Pools, Inc., a Florida corporation, hereby manifest their agreement and resolution that the Articles of Incorporation of said corporation be amended in the following manner:

Article IV - This article is amended to increase the number of shares the corporation is authorized to issue from 300,000 shares to 1,000,000 shares.

IN WITNESS WHEREOF, the undersigned Directors and Stockholders constituting all of the Directors and Stockholders eligible to vote, have executed this Statement of Amendment this 1st day of June, 2005.

Members of the Board of Directors:

David K. Rothman
Susan J. Rothman
Steven Whitfield

Stockholders:

David K. Rothman
Susan J. Rothman
Steven Whitfield

Minutes of the Board of Directors' and Shareholders' Meeting
R POOLS, INC.

June 1, 2005

The meeting of the Board of Directors and Shareholders of R Pools, Inc. was held at 4:00 p.m. on Wednesday, June 1, 2005 at the business office in Sarasota, Florida.

The following members were present, constituting the entire Board:

David K. Rothermel, Susan J. Rothermel, Steven Littlefield

Minutes from the organizational meeting were reviewed and discussed. Upon motion duly made and seconded, the minutes were approved as presented.

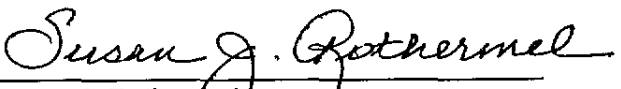
The following Amendment to the Articles of Incorporation was presented for approval:

- 1) Article IV – This article is amended to increase the number of shares the corporation is authorized to issue from 300,000 shares to 1,000,000 shares.

Upon motion duly made and seconded, the amendment was approved and will be submitted to the State for filing.

There being no further business to come before the board, the meeting was adjourned.

Respectfully submitted,



Susan J. Rothermel
Corporate Secretary