

Feb-08-09

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From: Kirk Pinkerton SN4RC0012388

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P 040000168662

Florida Department of State

Division of Corporations
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COR AMND/RESTATE/CORRECT OR O/D RESIGN

SEA GATE LAND HOLDINGS, INC.

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TALLAHASSEE, FLORIDA

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Amend

FAXED

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: SEAGATE LAND HOLDINGS, INC.

DOCUMENT NUMBER: P04010168662

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

Please return all correspondence concerning this matter to the following:

David M. Silberstein, Esq.

(Name of Contact Person)

Kirk Pinkerton, P.A.

(Firm/ Company)

50 Central Avenue, Suite 700

(Address)

Sarasota, FL 34236

(City/ State and Zip Code)

For further information concerning this matter, please call:

David Silberstein / Jessica Souders

(Name of Contact Person)

at (941) 364-2481

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☒ \$43.75 Filing Fee &
Certified Copy
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☐ \$52.50 Filing Fee
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Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 627
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

SEA GATE LAND HOLDINGS, INC.

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

P04000168662

(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:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable:
(Principal office address MUST BE A STREET ADDRESS)

8070 15th Street East

Sarasota, FL 34243

C. Enter new mailing address, if applicable:
(Mailing address MAY BE A POST OFFICE BOX)

P.O. Box 2380

Sarasota, FL 34230

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

New Registered Office Address:

(Florida street address)

(City)

Florida

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

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If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:
(Attach additional sheets, if necessary)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	

E. If amending or adding additional Articles, enter change(s) here:

(attach additional sheets, if necessary. Be specific)

ARTICLE 5, Capital Stock, is deleted in its entirety and the following inserted in lieu thereof:

The aggregate number of shares which Corporation is authorized to issue is 10,000,000 shares of common stock. Such shares shall be of a single class and shall have a \$10.00 par value.

ARTICLE 11, Fraction of Shares, shall be added to the Articles of Incorporation as follows:

By affirmative majority vote, the Board may, in its sole and absolute discretion, redeem or reacquire fractions of shares of its outstanding stock by paying fair value therefor. The Board shall make a good faith determination of such fair value, which shall be conclusive for all purposes.

F. If an amendment provides for an 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)

See above.

7

The date of each amendment(s) adoption: February 6, 2009Effective date (if applicable): February 6, 2009
(no more than 90 days after amendment file date)

Adoption of Amendment(s)

(CHECK ONE)

☒ The amendment(s) was/were adopted 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.Dated 02/11/2009

Signature _____

(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)

Brian H. Merritt

(Typed or printed name of person signing)

President

(Title of person signing)