

P05000029923

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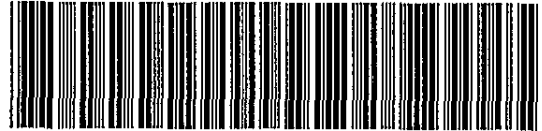
(Business Entity Name)

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Restated
Articles

11/28/05--01039--003 **35.00

Tom
Stanley
gave
permission
to change the

title to restated article.
DR & add 205 to
as the date
4/13/05⁰⁸ a day.
DR

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05 MAR 28 PM 11:22

FILED

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Stuart Charter Holdings, Inc.

DOCUMENT NUMBER: PO5000029923

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

Please return all correspondence concerning this matter to the following:

Carol M. Stanley, Esq.
(Name of Contact Person)

MacMillan & Stanley, PLLC
(Firm/ Company)

29 NE 4th Ave
(Address)

Delray Beach, FL 33483
(City/ State/ and Zip Code)

For further information concerning this matter, please call:

Carol M. Stanley at Sul, 276-6363
(Name of Contact Person) (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 &
Certified Copy
(Additional copy is
enclosed)

☐ \$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
409 E. Gaines Street
Tallahassee, FL 32399


RESTATED
ARTICLES OF INCORPORATION
STUART CHARTER HOLDINGS, INC.

FILED
05 MAR 28 PM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to FSA § 607.1007, this corporation adopts the following articles of restatement to its articles of incorporation as follow:

1. The name of the corporation before restatement:
STUART CHARTER HOLDINGS, INC.
2. The name of the corporation after restatement:
STUART CHARTER HOLDINGS, INC.
3. The text of the restated articles of incorporation are attached hereto.
4. The restated articles of incorporation contain amendments to the articles of incorporation that were adopted by the incorporators without shareholder action and shareholder action was not required. The restated articles were adopted on Feb 25, 2005.
5. These articles of restatement will be effective upon filing.

Date: 25 day of February, 2005.


William L. Wallace, Incorporator

35.00

**ARTICLES OF INCORPORATION
Of
STUART CHARTER HOLDINGS, INC.**

The undersigned hereby makes, subscribes, acknowledges, and files with the Secretary of State of the state of Florida these articles of incorporation for the purpose of forming a corporation for profit in accordance with the laws of the state of Florida.

**ARTICLE I
Name**

The name of this corporation shall be STUART CHARTER HOLDINGS, INC.

**ARTICLE II
Term of Existence and Fiscal Year**

This corporation shall begin existence on the date of filing of these articles with the Secretary of State of the state of Florida, and shall have perpetual existence thereafter. This corporation shall have a fiscal year beginning January 1st of each year.

**ARTICLE III
Nature of Business**

The general nature of the business to be transacted by this corporation, and the objects and purposes thereof, shall be to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

**ARTICLE IV
Powers**

This corporation shall have all powers conferred by the laws of the state of Florida on corporations.

**ARTICLE V
Capital Stock**

This corporation is authorized to issue one thousand (1,000.00) shares of common voting stock. All or any part of the capital stock may be paid for in cash, in property, or in labor or services actually performed for the corporation. All stock shall be fully paid for when issued and shall be nonassessable.

ARTICLE VI
Shareholders' Rights

- (a) Each share of stock in this corporation shall entitle the holder thereof to one vote at any meeting of the corporation's shareholders.**
- (b) There shall be no cumulative voting of the stock entitled to vote in the election of directors of this corporation.**
- (c) No holder of any class of stock of this corporation shall have any preemptive or preferential right to subscribe to, purchase, or receive any shares of any class of stock of the corporation, whether now or hereafter authorized, or any notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase shares of any class of stock of the corporation issued or sold or proposed to be issued or sold or with respect to which options or warrants shall be granted; but all these shares of stock of any class or notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase shares of any class may be issued and disposed of or sold by the board of directors on terms and for consideration, as far as may be permitted by law, and to any person or persons who are qualified to be shareholders as the board of directors may determine.**

ARTICLE VII
Initial Registered Office and Agent

The name and street address of the initial registered agent of this corporation is CAROL MacMILLAN STANLEY, ESQ., 29 NE Fourth Avenue, Delray Beach, Florida 33483.

ARTICLE VIII
Principal Place of Business

The principal place of business of the corporation shall be located at 29 NE 4th Avenue, Delray Beach, Florida, with any other place of business as may be determined and fixed by the board of directors from time to time.

ARTICLE IX
Directors

This corporation shall initially have one (1) director. The number of directors may be increased or decreased from time to time by the shareholders, provided that the corporation shall always have at least one director. The shareholders of the corporation may remove any director from office at any time with or without cause.

ARTICLE X
Officers

The names and post office addresses of the officers of the corporation, who, subject to the provisions of the bylaws and the laws of the state of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and qualified, are as follows:

Office	Name and Post Office Address
President-Treasurer	William L. Wallace 29 NE 4th Avenue Delray Beach, FL 33483
Vice President-Secretary	D. Lee Smith 29 NE 4th Avenue Delray Beach, FL 33483
Secretary	Judith L. Powell 29 NE 4th Avenue Delray Beach, FL 33483

ARTICLE XI
Initial Directors

The name and street address of the initial director of this corporation, who, subject to the provisions of the bylaws and laws of the state of Florida, shall hold office for the first year of the corporation's existence, or until a successor is elected and qualified, is William L. Wallace, whose address is 29 NE 4th Avenue, Delray Beach, FL 33483.

ARTICLE XII
Names and Post Office Addresses of Subscribers

The names and post office addresses of the subscribers to the capital stock of this corporation and the number of shares each agrees to take, are as follows:

Name and Post Office Address	Number of Shares
William L. Wallace 29 NE 4th Avenue Delray Beach, FL 33483	1,000.00

ARTICLE XIII
Transactions With Corporations

No contract or other transaction between this corporation and any other corporation, and no other contract or transaction of this corporation, shall in any way be affected or invalidated by the fact that any director or officer of this corporation has a pecuniary or other interest in any other corporation, or is a director or officer of any other corporation. Any director or officer individually, or any firm of which any director or officer may be a member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or she or such firm is so interested shall be disclosed or shall have been known to the board of directors. Any director or officer of this corporation who is also a director or officer of any other corporation or member of any other firm, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the board of directors of this corporation which shall authorize any contract or transaction, with like force and effect as if the person were not an officer or director of any other corporation or member of any other firm, or not so interested.

ARTICLE XIV
Bylaws

- (a) The power to adopt bylaws for this corporation, to alter, amend, or repeal said bylaws, and to adopt new bylaws shall be vested in the board of directors of this corporation.
- (b) The bylaws of this corporation shall be for the government of the corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the corporation, provided the same are not inconsistent with the provisions of the state of Florida or of the United States.

ARTICLE XV
Amendment

These articles of incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose.

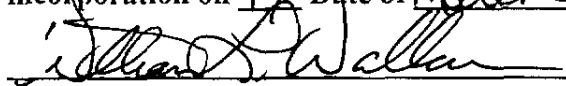
ARTICLE XVI
Incorporators

The name and post office address of the incorporator of this corporation is William L. Wallace 29 NE 4th Avenue, Delray Beach, FL 33483.

ARTICLE XVII
Indemnification

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on 17 Date of March, 2005.



William L. Wallace