

Division of Corporations

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : CHESTER J. TROW, P.A.
Account Number : I20000000142
Phone : (352) 369-8830
Fax Number : (352) 369-8832

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

09 MAY - 7 PM 3:53

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44TH COURT PROPERTIES, INC.

Certificate of Status	0
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Amended & Restated

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*Art.**5-7-09*

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TROW & PERRY

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April 7, 2009

FLORIDA DEPARTMENT OF STATE
Division of Corporations

44TH COURT PROPERTIES, INC.
2500 SE 44TH COURT
OCALA, FL 34471

SUBJECT: 44TH COURT PROPERTIES, INC.
REF: P07000119739

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (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.

PLEASE REMOVE SECTION 6.2 FROM ARTICLE VI IN THE DOCUMENT, SINCE THIS STATEMENT IS NOT TRUE.

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 (850) 245-6906.

Darlene Connell
Registry Specialist II

FAX Aud. #: H09000080859
Letter Number: 109A00011692

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TALLAHASSEE, FLORIDA

P.O BOX 6327 - Tallahassee, Florida 32314

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
44TH COURT PROPERTIES, INC.**

1. The name of the corporation is 44TH COURT PROPERTIES, INC.
2. The Articles of Incorporation were filed on November 1, 2007, and assigned document number P07000119739.

Pursuant to the provisions of Section 607.1001 of the Florida General Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation and hereby Amends and Restates its *Articles of Incorporation*:

ARTICLE I - NAME

The name of this corporation is 44TH COURT PROPERTIES, INC. The principal address of said corporation is 2310 N.E. 24th Street, Ocala, Florida 34470.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

4.1 This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock.

4.2 Stock Certificates. Certificates of stock shall be signed by the president or the vice president, joint with the secretary and the seal of the corporation shall be impressed thereon.

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4.3 Shares Not in Classes. The shares of the corporation are not to be divided into classes.

ARTICLE V - INITIAL REGISTERED OFFICE

The street address of the initial registered office of the corporation is 21 North Magnolia Avenue, Second Floor, Ocala, Florida 34475.

ARTICLE VI - SUBSCRIBERS AND THE INITIAL BOARD OF DIRECTORS

6.1 The corporation shall have two directors initially. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be less than two. The names and addresses of the initial directors of this corporation are:

NAME	ADDRESS
MICHAEL NEBESNYK	2500 SE 44 th Court, Ocala, Florida 34471
KEVIN PRIEST	2310 N.E. 24 th Street, Ocala, Florida 34470

6.2 The name and address of the person signing these Amended and Restated Articles of Incorporation is as follows:

NAME	ADDRESS
MICHAEL NEBESNYK	2500 SE 44 th Court, Ocala, Florida 34471

6.3 The Corporation shall indemnify any Officer or Director, or any former Officer or Director to the full extent permitted by law.

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6.4 At a special meeting of shareholders called expressly for that purpose, directors may be removed in the manner provided by the By-Laws.

ARTICLE VII - CONFLICTS

Any contract or other transaction between the corporation and one or more of its directors, shareholders or employees, in which they are interested, directly or indirectly, or between the corporation and any corporation or association of which one or more of its directors, shareholders, members, officers, or employees, have an interest, directly or indirectly shall be valid for all purposes, notwithstanding the presence and participation of such interested persons at the meeting of the board of the corporation that acts upon, or in reference to the contract or transaction; provided, the interested party does not vote or participate in the action; that the interested party discloses his interest before action is taken, and the contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the board or its shareholders. This Section is intended to expand the ability of the corporation to conduct business with interested parties and shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it.

ARTICLE VIII - INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this corporation is CHESTER J. TROW, P.A., who has signed a Certificate of Acceptance attached to these Articles of Incorporation to indicate his acceptance, which Certificate is incorporated

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herein by reference. The initial registered office where the registered agent is located is 21 North Magnolia Avenue, Second Floor, Ocala, Florida 34475.

ARTICLE IX - DISSOLUTION

Upon the dissolution of the corporation, no member or private person, corporate or individual, or other private interest, shall be entitled to any distribution of its remaining funds and other property and rights and interests in property, rather, the balance thereof, after the payment of all debts and liabilities of the corporation of whatsoever kind and nature, shall be distributed to Coalition For Youth, Inc. a Florida Non-Profit corporation, or the successors thereto. If the organization is not in existence at the time of dissolution, then remaining funds and other property and rights and interest in property, rather the balance thereof, after payment of all debts and liabilities of the corporation of whatsoever kind and nature, shall be distributed equally to Arnette House, Inc., a Florida Non-Profit corporation, and Silver River Mentoring and Instruction, Inc., a Florida Non-Profit corporation, or the successors thereto. If both organizations are not in existence at the time of dissolution, then to one or more organizations that are exempt organizations as described in Sections 501(c)(3) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code or to the federal, state, or local government for exclusive public purposes, as shall be designated by the Board of Directors/Trustees

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ARTICLE X - AMENDMENT OF ARTICLES OF INCORPORATION

The corporation reserves the right to amend the articles in any manner now or hereafter permitted by the law, as provided by the By-Laws.

SO RESOLVED AND ADOPTED BY THE COMPANY ON THE 5th DAY OF FEBRUARY 2009.

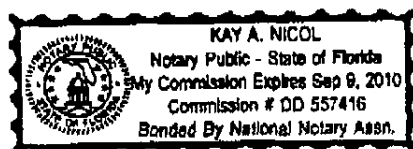
44th COURT PROPERTIES, INC.

By: Michael Nebesnyk
MICHAEL NEBESNYK, President

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 5th day of February 2009 by Michael Nebesnyk as President of 44th Court Properties, Inc. Such person: (notary must check applicable box)

- ☒ is personally known to me.
☐ produced a current Florida Driver's License as identification.
☐ produced _____ as identification.



Kay A. Nicol
Notary Public
State of Florida, at Large
My Commission Expires:

CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to

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keeping open said office. I am familiar with and accept the duties and responsibilities as registered agent for 44TH COURT PROPERTIES, INC.

DATED this 5th day of February 2009

CHESTER J. TROW, P.A.

By: 

Thomas J. Dobbins, Agent

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CERTIFICATE

The Amended and Restated Articles of Incorporation for 44th Court Properties, Inc., whose principal address is 2500 SE 44th Court, Ocala, Florida 34471, were approved and adopted by all of the directors and shareholders on February 5, 2009. The number of votes cast for the amendments by the shareholders were sufficient for approval.

44th Court Properties, Inc.

By: 

Michael Nebesnyk, President