

P08000042778

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

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MAIL

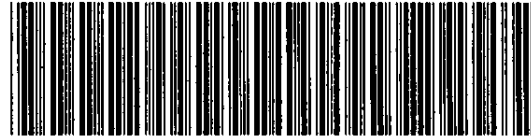
(Business Entity Name)

(Document Number)

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03/23/18--01016--010 **35.00

2018 MAR 23 PM 2:34

MAR 26 2018
J. McNAIR

COVER LETTER

TO: Amendment Section
Division of Corporations

2018 MAR 23 PM 3:04

NAME OF CORPORATION: Flor and Flor INC.

DOCUMENT NUMBER: G18000034820 P08000042778

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

Please return all correspondence concerning this matter to the following:

Marcia Flor

Name of Contact Person

Flor and Flor INC

Firm/ Company

3777 Fowler St. #1

Address

FORT MYERS, FL 33901

City/ State and Zip Code

FlorandFlormm@comcast.net
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Marcia Flor

Name of Contact Person

at (239) 229-4801

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
(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
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

FLOR & FLOR, INC

2018 MAR 23 PM 2:34

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

P08000042778

(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**)

C. Enter new mailing address, if applicable:

(Mailing address **MAY BE A POST OFFICE BOX**)

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 _____

(Florida street address)

New Registered Office Address: _____, Florida _____
(City) (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

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)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner: Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change. Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

X Change PT John Doe

X Remove V Mike Jones

X Add SV Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <u>Change</u>	<u>V</u>	<u>EVERALDO APARECIDO MERLO</u>	<u>3777 Fowler St. #1</u>
<u>Add</u>			<u>FORT MYERS, FL 33901</u>
<u>X</u> Remove			
2) <u>Change</u>			
<u>Add</u>			
<u>Remove</u>			
3) <u>Change</u>			
<u>Add</u>			
<u>Remove</u>			
4) <u>Change</u>			
<u>Add</u>			
<u>Remove</u>			
5) <u>Change</u>			
<u>Add</u>			
<u>Remove</u>			
6) <u>Change</u>			
<u>Add</u>			
<u>Remove</u>			

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

(Attach *additional sheets, if necessary*). (Be specific)

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)

ASSIGNMENT OF SUBSCRIPTION OF FLOR AND FLOR, INC. CANCELLATION
OF ISSUED 10% SHARE EVERALDO APARECIDO MERO.

The date of each amendment(s) adoption: March 14th, 2018, if other than the date this document was signed.

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 03/14/2018

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)

Marcia Flor

(Typed or printed name of person signing)

Director

(Title of person signing)

2018 MAR 23 PM 2:15

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
FLOR & FLOR, INC.
P08000042778

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation,

FIRST: Amendment adopted: Exchange

Article VII

Article VIII

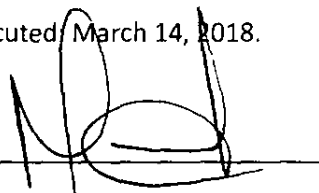
Article VII	DIRECTORS		
	NAME	ADDRESS	
	Marcia Flor	3777 Fowler St. Ste 1	
	President	Fort Myers, FL 33901	
	Marcia Flor	3777 Fowler St. Ste 1	
Article VIII	Vice President	Fort Myers, FL 33901	
	SUBSCRIBERS		
	NAME	ADDRESS	SHARES
	Marcia Flor	3777 Fowler St. Ste 1	100%
		Fort Myers, FL 33901	

THIRD: The date of each amendment's adoption March 14, 2018.

FOURTH: Adoption of Amendment

- () The amendment was/were approved by the shareholders. The number of votes cast for the amendment was/were sufficient for approval.
- () The amendment 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: " The number of votes cast for the amendment was/were sufficient for approval by.
- () The amendment was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- (X) The amendment was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Executed March 14, 2018.


Marcia Flor

State of Florida

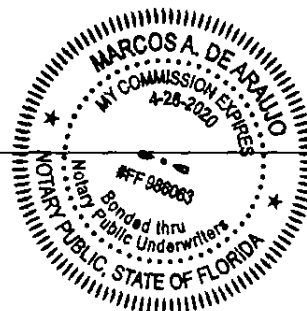
County of LEE

The foreign instrument was acknowledged before me this 14th day of MARCH, 2018.

by MARCIA FLOR of FLOR & FLOR Inc on behalf of the company.

He is personally known ☒ or has produced _____ as identification and did not take an oath.

Notary Signature  Notary Stamp



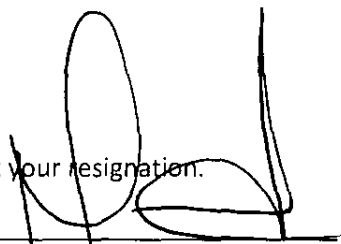
VICE PRESIDENT RESIGNATION OF
FLOR & FLOR, INC.

The chairman then recognized the Vice President named below who tendered his resignation, effective upon the adjournment of this meeting. Upon motion duly made, seconded and carried said resignation was accepted and the President was ordered to spread same upon the minutes of the meeting.

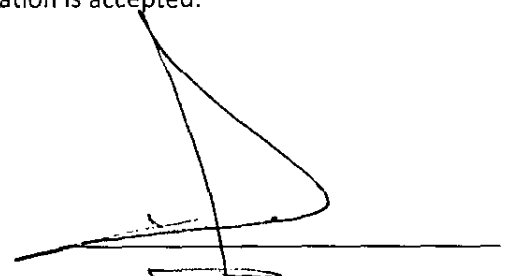
I the undersigned Vice President of the above-named corporation, do hereby tender my resignation, to take effect upon the adjournment of the meeting of the Board of Directors at which this resignation is accepted.

Executed: March 14, 2018.

I accept your resignation.



Marcia Flor, Director.



Everaldo Aparecido Merlo

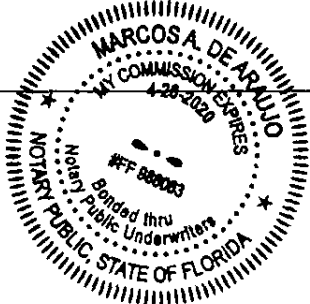
State of Florida

County of LEE

The foreign instrument was acknowledged before me this 14TH day of MARCH, 2018.

by EVERALDO MERLO of FLOR & FLOR Inc on behalf of the company.

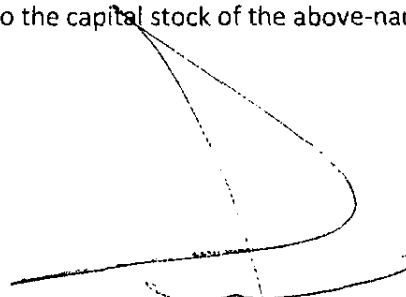
He is personally known ☒ or has produced _____ as identification and did not take an oath.

Notary Signature Marcia Flor Notary Stamp 

ASSIGNMENT OF SUBSCRIPTION OF
FLOR & FLOR, INC.

I hereby resign my share of 10% of Capital Stock of Flor & Flor, INC. All of my rights to subscribe to the share of the capital stock of the above-named corporation organized under the laws of the State of Florida, which I have acquired either by being an incorporator of the above-named corporation, a subscriber to the Articles of Incorporation or a subscriber to the capital stock of the above-named corporation.

Executed: March 14, 2018.



Everaldo Aparecido Merlo

State of Florida

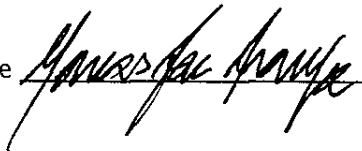
County of LEE

The foreign instrument was acknowledged before me this 14TH day of MARCH, 2018.

by EVERALDO MERLO.

He is personally known ☒ or has produced _____ as identification and did not take an oath.

Notary Signature



Notary Stamp

