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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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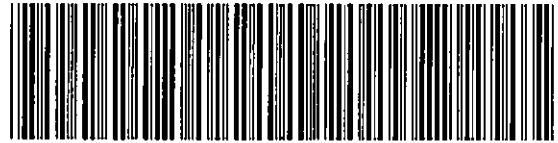
(Business Entity Name)

(Document Number)

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FRANCHISING
DIVISION OF CORPORATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: ROTUNDA HOMES, INC.

DOCUMENT NUMBER: _____

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

Please return all correspondence concerning this matter to the following:

TERESA DUGGAN
Name of Contact Person
ROTUNDA HOMES, INC
Firm/ Company
16541 POINTE VILLAGE DR, SUITE 105
Address
LUTZ FL 33558
City/ State and Zip Code
TDUGGGAN@ROTUNDAHOMES.COM
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

TERESA DUGGAN at (727) 8360304
Name of Contact Person Area Code & Daytime Telephone Number

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

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Articles of Amendment
to
Articles of Incorporation
of

ROTUNDA HOMES, INC.

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

P88000089038

(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

TERESA DUGGAN

16541 POINTE VILLAGE DR SUITE 105

(Florida street address)

New Registered Office Address:

LUTZ

Florida 33558

(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.

Teresa Duggan

Signature of New Registered Agent, if changing

Check if applicable

☐ The amendment(s) is/are being filed pursuant to s. 607.0120 (11) (c), F.S.

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TALLAHASSEE, FLORIDA

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PT John Doe

V Mike Jones

SV Sally Smith

[illegible]

VP	CHRISTINE HALE	16541 POINTE VILLAGE DR
		SUITE 105
		LUTZ, FL 33558

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

(if not applicable, indicate N/A)

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The date of each amendment(s) adoption: _____, 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 incorporators, or board of directors without shareholder action and shareholder action was not required.

☒ 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 SHAREHOLDERS ROTUNDA HOMES, INC

(voting group)"

MAY 30, 2024
Dated _____

Signature Teresa Duggan
(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)

TERESA DUGGAN

(Typed or printed name of person signing)

DIRECTOR

(Title of person signing)

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**ACTION BY WRITTEN CONSENT OF SHAREHOLDERS
ROTUNDA HOMES, INC.**

Dated: May 30, 2024

The undersigned, being all the shareholders (the "Shareholders") of the above-entitled Corporation, following a special meeting of the Shareholders, do hereby consent to, adopt and approve the following resolutions in accordance with the provisions of the Rotunda Homes, Inc. ("Corporation") shareholders' Agreement dated June 30, 2021. The Secretary is hereby directed to file this written consent with the minutes of the meetings of the Shareholders of the Corporation.

WHEREAS, Shareholder, Christine Hale ("Retiring Shareholder"), has expressed a desire to retire from employment, board of directors, and ownership of Corporation; and

WHEREAS, the remaining Shareholders have discussed and agreed upon the terms of her retirement as set forth herein.

Date of Retirement/Termination of Shareholder Interest: Retiring Shareholder's retirement shall be effective as of July 2, 2024. Upon the execution of the appropriate assignment documents for termination of her shareholder interest and the execution of the appropriate resignation of employment documents, the Retiring Shareholder shall be released from further ownership and obligation of Corporation.

Shares shall be fully Vested: It is hereby agreed among the shareholders that the Retiring Shareholder's shares shall be fully vested as of July 1, 2024.

Purchase and Distribution of Shareholder Interest: It is hereby approved that Corporation shall purchase the shares owned by the Retiring Shareholder, which shares represent ownership equal to 11.11% of the company. Those shares shall be divided among the remaining eight (8) shareholders, which shall increase each remaining interest to 12.5%.

Determination of Value/Purchase Price: The Purchase Price of the shares of the Retiring Shareholder shall be calculated based upon the Book Value of the Corporation at the close of its Books on June 30, 2024. The Price shall be 11.11% of the Book Value as of that date.

Payment of Purchase Price: It is hereby agreed that the payment shall be paid by way of an initial payment to Retiring Shareholder upon full execution of the transaction documents in the amount of 11.11% of book value of which 5% will be paid in cash on the effected date. Corporation shall execute a promissory note payable to the Retiring Shareholder for the balance of the Purchase Price that provides for equal monthly installments of principal and interest over a period of 60 months, with interest to be the prime rate in the Wall Street Journal as of the date the transaction closes.

NOW THEREFORE, IT IS RESOLVED that the actions stated above are hereby incorporated into this resolution.

FURTHER RESOLVED, that any authorized officer of the Corporation be, and each of them hereby is, authorized, empowered and directed to do and perform all such other acts and things, and to execute and deliver in the name of the Corporation, all instruments or other documents as in his or her judgement he or she deems necessary or advisable in order to effectuate the intent and purposes of the foregoing resolutions, and any or all of the transactions contemplated thereby.

FURTHER RESOLVED, that any and all actions heretofore or hereafter taken by any authorized officer of the Corporation in furtherance of the foregoing resolutions hereby is ratified and conformed in all respects as the act and deed of the Corporation, approved by the Shareholders.

FURTHER RESOLVED, that the Shareholders shall sign (or cause to be signed) all further documents, do (or cause to be done) all further acts, and provide all assurances as may reasonably be necessary or desirable to give effect to the terms of these resolutions.

IN WITNESS WHEREOF, the undersigned have executed this written consent as of dates written below:

SHAREHOLDERS

Edward Frenette
Edward Frenette, Shareholder

5-30-24
Dated

Teresa Duggan
Teresa Duggan, Shareholder

5-30-24
Dated

Sherry Wicks
Sherry Wicks, Shareholder

5/30/24
Dated

Troy Shultz
Troy Shultz, Shareholder

5/30/24
Dated

John Gallagher
John Gallagher, Shareholder

5/30/24
Dated

Gregory Keating
Gregory Keating, Shareholder

5/30/24
Dated

James Sharpe
James Sharpe, Shareholder

5/30/24
Dated

Lisa Hook
Lisa Hook, Shareholder

5/30/24
Dated