

P09000019615

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

09 NOV 20 PM 3:28

FILED

Amended
&
Restated
w/Name

~~RECORDED~~ NOV 23 2009



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 7, 2009

GARTH D. BONNEY
P. O. BOX 737
PANAMA CITY, FL 32402

SUBJECT: BONNEY & SMALLWOOD, P.A.
Ref. Number: P09000019615

We have received your document and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

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 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
Regulatory Specialist II

Letter Number: 909A00032367

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: BONNEY & SMALLWOOD, P.A.

DOCUMENT NUMBER: P09000019615

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

Please return all correspondence concerning this matter to the following:

Garth D. Bonney

Name of Contact Person

Bonney & Smallwood, P.A.

Firm/ Company

P.O. Box 737

Address

Panama City, Florida 32402

City/ State and Zip Code

gbonney@bandslaw.org

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Garth D. Bonney

Name of Contact Person

at (850)

215-6840

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

BONNEY & SMALLWOOD, P.A.

A PROFESSIONAL ASSOCIATION
ATTORNEYS AND COUNSELORS AT LAW

gbonney@bandslaw.org

GARTH D. BONNEY, Esq.

CHRISTINE D. SMALLWOOD MIRANDA, Esq. *

*ALSO ADMITTED IN PUERTO RICO

DOWNTOWN OFFICE
436 MCKENZIE AVENUE
PANAMA CITY, FL 32401
MAILING: P.O. BOX 737 (32402)
(850) 215-6840 OFFICE
(850) 215-6846 FAX

BEACH OFFICE:
7911 THOMAS DRIVE, SUITE 4
PANAMA CITY BEACH, FL 32408
(850) 249-5483 OFFICE
(850) 249-5486 FAX

November 19, 2009

Florida Dept of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Bonney & Smallwood, P.A.

Dear Sirs:

As requested, attached you will find the revised Amended and Restated Articles of Incorporation for the above referenced corporation. An additional page, Adoption of Amendment, has been added as the last page to the Articles. If you have any questions or need anything further, please let me know.

Sincerely,

BONNEY & SMALLWOOD, P.A.



Belinda J. McAvoy
Paralegal to Garth D. Bonney, Esq.

Enclosures

RECEIVED
2009 NOV 20 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

BONNEY & SMALLWOOD, P.A.

FILED
09 NOV 20 PM 3:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of § **607.1007**, Florida Statutes, this *Florida Profit Corporation* adopts the following amendments to its Articles of Incorporation:

ARTICLE I. - NAME

The name of the corporation, BONNEY & SMALLWOOD, P.A., is hereby amended to be BONNEY & SMALLWOOD MIRANDA, P.A., whose principal place of business is 436 McKenzie Avenue, Panama City, Florida 32401, and whose mailing address is P.O. Box 737, Panama City, Florida 32402.

ARTICLE II. - PURPOSES

The corporation is being formed for the purpose of engaging in any lawful activity for which corporations may be organized, including but not limited to the practice of law.

ARTICLE III. - DURATION

The duration of the corporation shall exist perpetually commencing on the date of filing.

ARTICLE IV. - CAPITAL STOCK

The aggregate number of shares that the corporation shall have authority to issue is one thousand (1000) shares of 1.00 par value. All such shares shall be of a single class, designated as common.

**ARTICLE V. - PREFERENCES, LIMITATIONS AND
RELATIVE RIGHTS OF SHARES OF CAPITAL STOCK**

Voting Rights: Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI. - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII. - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 436 McKenzie Avenue, Panama City, Florida 32401, and the name of the initial registered agent of this corporation at that address is GARTH D. BONNEY.

ARTICLE VIII. - BOARD OF DIRECTORS AND OFFICERS

This corporation shall have two (2) directors. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than two (2). The names and addresses of the initial directors of this corporation are as follows:

<u>Director</u>	<u>Title</u>
Garth D. Bonney 1047 Commerce Street Bonifay, Florida 32425	President
Christine D. Smallwood Miranda 7303 Rogers Drive Panama City, Florida 32404	Vice President/Secretary- Treasurer

ARTICLE IX. - INCORPORATION

The names and addresses of the persons signing these Amended and Restated Articles are:

<u>Director</u>	<u>Title</u>
Garth D. Bonney 1047 Commerce Street Bonifay, Florida 32425	President
Christine D. Smallwood Miranda 7303 Rogers Drive Panama City, Florida 32404	Vice President/Secretary- Treasurer

ARTICLE X. - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE XI. - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued to the following persons: 1000 shares total authorized at \$1.00 per share.

Garth D. Bonney	500 Shares
Christine D. Smallwood Miranda	500 Shares

Shares held by the shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this Corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this Corporation. This Article shall also govern for any additional shares issued to persons other than the initial shareholders named herein.

ARTICLE XII. - CUMULATIVE VOTING

At each election for Directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of Directors to be elected at that time multiplied by the number of shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XIII. - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by a majority of the outstanding shares.

ARTICLE XIV. - SHAREHOLDER QUORUM AND VOTING

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote, fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter, shall be the act of the shareholders.

ARTICLE XV. - SHAREHOLDERS MEETING REQUIRED

Any action of the shareholders of this corporation must be taken at a meeting of the shareholders of this corporation duly called as provided by law.

ARTICLE XVI. - DIRECTOR QUORUM AND VOTING

All of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of all of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative of all of the remaining directors shall be the act of the Board of Directors.

ARTICLE XVII. - MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meeting of the Board of Directors by means of a conference telephone as provided by law.

ARTICLE XVIII. - ACTION BY DIRECTORS WITHOUT A MEETING

The directors of this corporation may take action by written consent, as provided by law.

ARTICLE XIX. - INDEMNIFICATION

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XX. - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Amended and Restated Articles of Incorporation on this 28th day of September, 2009.

Belinda J. McAvoy
Witness

Belinda J. McAvoy
Printed Name:

Sheryl LuCanto
Witness

Sheryl LuCanto
Printed Name:

Belinda J. McAvoy
Witness

Belinda J. McAvoy
Printed Name:

Sheryl LuCanto
Witness

Sheryl LuCanto
Printed Name:

Garth D. Bonney
By: Garth D. Bonney
Its: President

Christine D. Smallwood Miranda
By: Christine D. Smallwood Miranda
Its: Vice President/Secretary-Treasurer

STATE OF FLORIDA
COUNTY OF BAY

I HEREBY CERTIFY, that on this 29th day of September, 2009, before me personally appeared Garth D. Bonney, as President of BONNEY & SMALLWOOD MIRANDA, P.A., who is personally known to me or has produced the identification indicated below, who is the person described herein and who executed the foregoing instrument, and who after being duly sworn says that the execution hereof is his free act and deed of the uses and purposes herein mentioned.

THIS INSTRUMENT ACKNOWLEDGED before me the undersigned Notary Public by my hand and official seal, the day and year last aforesaid.

- ☒ To me personally known
☐ Identified by Driver's License
☐ Other: _____



Belinda J. McAvoy
Notary Public

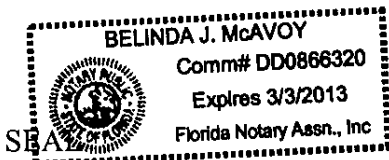
Belinda J. McAvoy
Printed Name:

STATE OF FLORIDA
COUNTY OF BAY

I HEREBY CERTIFY, that on this 29th day of September, 2009, before me personally appeared Christine D. Smallwood Miranda, as Vice President/Secretary-Treasurer of BONNEY & SMALLWOOD MIRANDA, P.A., who is personally known to me or has produced the identification indicated below, who is the person described herein and who executed the foregoing instrument, and who after being duly sworn says that the execution hereof is her free act and deed of the uses and purposes herein mentioned.

THIS INSTRUMENT ACKNOWLEDGED before me the undersigned Notary Public by my hand and official seal, the day and year last aforesaid.

- ☒ To me personally known
☐ Identified by Driver's License
☐ Other: _____



Belinda J. McAvoy
Notary Public

Belinda J. McAvoy
Printed Name:

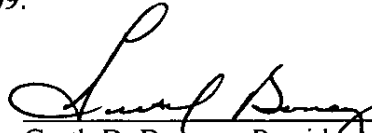
**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA, AND ACCEPTANCE OF AGENT UPON WHOM
PROCESS MAY BE SERVED**

In compliance with §§48.091 and 607.043, Florida Statutes, the following is submitted:

First, that BONNEY & SMALLWOOD MIRANDA, P.A., is duly organized Florida corporation, and qualified under the laws of the State of Florida, with its principal place of business located at 436 McKenzie Avenue, Panama City, Florida 32401; and

Second, said corporation has named GARTH D. BONNEY, as the President of the corporation to accept service of process within the State of Florida, whose principal office address is 436 McKenzie Avenue, Panama City, Florida 32401.

Dated on this 28th day of September, 2009.

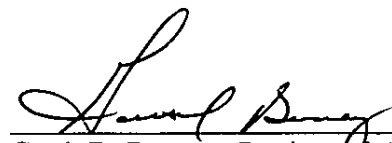


Garth D. Bonney, President

ACKNOWLEDGEMENT AND ACCEPTANCE

Having been named to accept service of process for the above named corporation, at the place designated in this Certificate, I, Garth D. Bonney, hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to my duties as promulgated by the State of Florida.

Dated on this 28th day of September, 2009.



Garth D. Bonney, Registered Agent

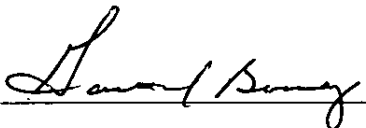
ADOPTION OF AMENDMENT

Date of each amendment(s) adoption: September 25, 2009

Adoption of Amendments:

The amendments were adopted by the shareholders. The numbers of votes cast for the amendments by the shareholders were sufficient for approval.

Dated: September 25, 2009.

Signature: 

Printed Name: Garth D. Bonney

Title: President