

P10000057163

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2010 OCT -1 P 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Amend
Thru
10-5-10



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 20, 2010

JAIME RESTREPO
PITTMAN, OSCEOLA AND BOBYACK IN., INC.
5282 GOLDEN GATE PARKWAY, SUITE C
NAPLES, FL 34116

SUBJECT: PITTMAN, OSCEOLA AND BOBYACK INS., INC.
Ref. Number: P10000057163

We have received your document for PITTMAN, OSCEOLA AND BOBYACK INS., INC. and check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

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) 245-6905.

Thelma Lewis
Document Specialist Supervisor

Letter Number: 310A00022299

RECEIVED
10 OCT -1 AM 8:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Amendment
to
Articles of Incorporation
of

FILED

PITTMAN, OSCEOLA AND BOBYACK INS., INC.

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

2010 OCT -1 P 2:00

P10000057163

(Document Number of Corporation (if known))

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

NOT APPLICABLE

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)

5282 Golden Gate Pkwy - Suite C

Naples, FL 34116

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:

Jaime Restrepo

New Registered Office Address:

659 Airport Road N

(Florida street address)

Naples

(City)

, Florida 34104

(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)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
President	Carl M Pittman	659 Airport Road N Naples, FL 34104	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
Secretary / Treasurer & CFO	Jaime Restrepo	659 Airport Road N Naples, FL 34104	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove

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

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

Please refer to the Corporate Resolutions passed by the Board of Directors for
Pittman, Osceola & Bobyack Ins., Inc. (attached)

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)

N/A

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)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
President	Robert Robyack	659 Airport Road N Naples, FL 34104	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
Vice President CEO	Carl M Pittman	659 Airport Road N Naples, FL 34104	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
Vice President COO	O.B. Osceola, Jr	659 Airport Road N Naples, FL 34104	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

Please refer to the Corporate Resolutions passed by the Board of Directors for
Pittman, Osceola & Bobyack Ins., Inc. (attached)

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)

N/A

**UNANIMOUS RESOLUTION OF THE SHAREHOLDERS OF
PITTMAN, OSCEOLA AND BOBYACK INS., INC.**

Consent Minutes

BE IT RESOLVED, that *These Consent Minutes* describe certain joint organizational actions taken by the Shareholders of **PITTMAN, OSCEOLA AND BOBYACK INS., INC.**, a business corporation, in lieu of an organizational meeting thereof and pursuant to the laws of the state of Florida. The Shareholders acknowledges that it is necessary or desirable to take various organizational actions in connection with the incorporation of corporation in accordance law. Therefore, the undersigned Shareholders, being all of the Shareholders entitled to vote on these matters, do hereby waive (i) notice of the time, place and purpose of, (ii) call of, and (iii) the necessity of organizational, Shareholders' and Board of Directors' meetings thereof and unanimously and severally and collectively adopt, by consent and without the necessity and formality of convening, and in lieu of such meeting thereof, the following Acts and Resolutions as being the joint organizational actions of the Incorporators, Shareholders and Board of Directors, as if in a meeting duly assembled:

Election of Directors:

BE IT RESOLVED, that each of the following persons are hereby elected to serve as a member of the Board of Directors of the Corporation, and to hold said position until the next annual meeting of the Board of Directors or until the earlier of their resignation or removal, or until their respective successors shall be duly elected and qualified:

O.B. Osceola, Jr – Director



Carl M. Pittman – Director

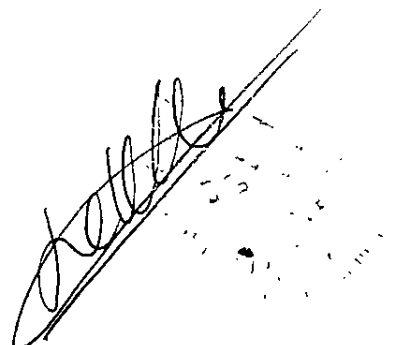


Robert Bobbyack – Director



Approval of Actions by Incorporator:

BE IT RESOLVED, that the actions of the Incorporator of the Corporation, which have been presented to and reviewed by each director of the Corporation, whereby the Incorporator filed the Articles of Incorporation with the Florida Secretary of State and thereby incorporated the Corporation, be and they are hereby accepted, ratified and approved.



Establishment of Par Value of Stock:

BE IT RESOLVED, that the par value per share of the common stock of the corporation be, and the same is, hereby established at 01/100 Dollar (\$0.01).

Issuance of Common Stock:

RESOLVED, that in consideration of the payment, in cash, to or on behalf of, the Corporation of the amount of money specified below opposite her name, the sufficiency of which is hereby expressly acknowledged, Secretary of the Corporation is hereby authorized and directed, upon receipt by, or by others on behalf of, the Corporation of such amount of money from the person specified below, to issue to such person a certificate or certificates representing the ownership by them of the number of shares of fully paid and non-assessable shares of 01/100 Dollar (\$0.01) par value per share common stock of the Corporation as is also set forth below opposite his name:

Name	Shares	Consideration
O.B. Osceola, Jr	510 (51%)	\$5.00
Carl M. Pittman	245 (24.5%)	\$2.00
Robert Bobyack	245 (24.5%)	\$2.00

Election of "S Corporation" Status:

WHEREAS, the directors and stockholders of the Corporation have been advised of the advantages to the stockholders of the Corporation if the Corporation elects to be taxed as an "S Corporation" pursuant to Sections 1361 through 1379 of the Internal Revenue Code of 20, as amended;

THEREFORE, BE IT RESOLVED, that the Corporation does hereby elect to be taxed as an "S Corporation" pursuant to Sections 1361 through 1379 of the Internal Revenue Code of 1986, as amended, for the current and succeeding tax years of the Corporation;

BE IT RESOLVED FURTHER, that such election be made and filed by the Corporation, together with the consents of its stockholders, within the time period specified and permitted by statute, and the officers of the Corporation are hereby authorized and directed, for and on behalf of the Corporation, to execute and file such election with the Internal Revenue Service and to take such other actions as may be necessary to effect such election for the current fiscal year of the Corporation.

Authorization for Opening Bank Account: [Resolution Attached as Exhibit]

BE IT RESOLVED, that Encore Bank, Naples, Florida, shall be the depository in which the funds of the Corporation shall be deposited.

BE IT RESOLVED FURTHER, that the appropriate officers of the Corporation shall be, and hereby are, authorized to open a bank account or accounts at said bank in the name of, and on behalf of, the Corporation, for the deposit of funds belonging to the Corporation.

BE IT RESOLVED FURTHER, that all checks drawn on such bank account or accounts shall be signed by Jaime Restrepo, Treasurer or Carl M. Pittman, Director/CEO.

BE IT RESOLVED FURTHER, that the Board of Directors hereby adopts the form resolution of said bank (as completed) which appears in the form which is attached hereto and incorporated by reference herein, and the appropriate officers of the Corporation are hereby authorized to certify such form resolution of said bank as having been adopted by this Corporation and to furnish copies of this resolution to the said bank upon its request.

Business Operations:

BE IT RESOLVED, that the Officers of the Corporation are hereby authorized and directed to hire and employ such supervisors, mechanics laborers, helpers, office personnel and other workers, with exception to Corporate Officers, as deemed necessary for the effective operation of the Corporation's business; and

BE IT RESOLVED FURTHER, Board of Directors shall reserve the authority to name or replace corporate officers; and

BE IT RESOLVED FURTHER, that the Officers of the Corporation are hereby authorized to pay all employees and workers of the Corporation such salary, wage and other compensation as deemed appropriate from time to time; and

BE IT RESOLVED FURTHER, that the President and CEO & COO of the Corporation shall have full power and authority to conduct all aspects of day-to-day operations of the Corporation's business as deemed justified and appropriate.

Filing of Consent:

BE IT RESOLVED, that the Secretary of the Corporation is hereby directed to make the original of this consent part of the official minutes of the Corporation to be filed in the minute book of the Corporation.

THE UNDERSIGNED INCORPORATORS, SHAREHOLDERS AND DIRECTORS, BEING ALL THE SHAREHOLDERS ENTITLED TO VOTE ON THE MATTERS DESCRIBED ABOVE, ALL INCORPORATORS AND THE ENTIRE MEMBERSHIP OF THE BOARD OF DIRECTORS OF PITTMAN, OSCEOLA AND BOBYACK INS. INC DO HEREBY EXPRESSLY CONSENT TO THE FOREGOING RESOLUTIONS AS BEING THE JOINT ORGANIZATIONAL ACTIONS OF THE INCORPORATORS, SHAREHOLDERS

AND DIRECTORS OF SUCH CORPORATION AND IN LIEU OF AN ORGANIZATIONAL
MEETING THEREOF, TO BE EFFECTIVE AS OF 25TH day of August, 2010.



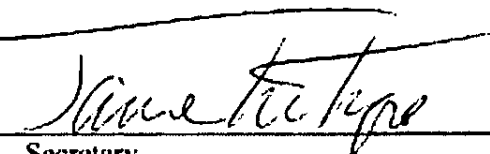
O.B. Osceola, Jr - Shareholder and Director



Carl M Pittman - Shareholder and Director



Robert Bobbyack - Shareholder and Director

ATTEST: 

Secretary

**UNANIMOUS RESOLUTION OF INCORPORATOR AND SOLE SHAREHOLDER
OF PITTMAN, OSCEOLA AND BOBYACK INS., INC
FOR TRANSFER OF STOCK OWNERSHIP**

Assignment of Shares

BE IT RESOLVED BY UNANIMOUS VOTE OF CARL M. M PITTMAN, INCORPORATOR AND SOLE SHAREHOLDER OF PITTMAN, OSCEOLA AND BOBYACK INS. INC, a Florida Corporation, that the Incorporator and Sole Shareholder does hereby transfer, from the 1,000 authorized and outstanding shares, stock and membership interest to the following:

O.B. Osceola, Jr - 51% (510 shares)

Robert Bobbyack - 24.5% (245 shares)

Carl Pittman - 24.5% (245 shares)

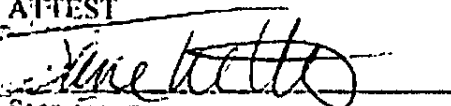
Total - 1,000 shares allocated.

This resolution was adopted the Incorporator and Shareholder of the Corporation at a meeting of the Corporation held on the 24th day of August, 2010.



Incorporator / Shareholder

ATTEST



Secretary

The date of each amendment(s) adoption: AUGUST 25, 2010

Effective date if applicable: AUGUST 25, 2010 (date of adoption is required)

(no more than 90 days after amendment file date)

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 8/25/2010

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)

Jaime Restrepo

(Typed or printed name of person signing)

Secretary / Treasurer

(Title of person signing)

