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TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: SHEPHERD South, Inc
DOCUMENT NUMBER: P18000050062

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

Please return all correspondence concerning this matter to the following:

Jamie Moore Marcario
Name of Contact Person
Thrive Law, P.A.
Firm/ Company
2260 5th Avenue S, Suite 1
Address
St. Petersburg, FL 33712
City/ State and Zip Code
Jamie@thrivelaw.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jamie Moore Marcario at (727) 300-1990
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
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**Amended Articles of Incorporation
of
Shepherd South Inc., A Florida
Corporation**

Department of State, Division of Corporations, Section Name, P.O. Box 6327 Tallahassee, FL 32314.

The undersigned Incorporator desires to form a corporation under the laws of the State of Florida by delivering to the Department of State of the State of Florida these Articles of Incorporation, in accordance with the provisions of Florida Business Corporation Act, Chapter 607, Florida Statutes of Florida (*Act*).

**Article One
Name**

The name of the Corporation is **Shepherd South Inc.**

**Article Two
Registered Agent**

Section 2.01 Registered Agent and Registered Office

The Corporation's initial Registered Office address in the State of Florida is: 2260 Avenue South, Suite 1, Saint Petersburg, Florida 33712.

The name of the Corporation's initial Registered Agent at that office is Thrive Law, PA.

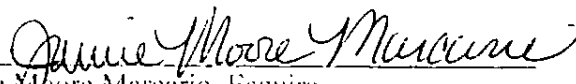
Section 2.02 Registered Agent Consent

I, Jamie Moore Marcario, a representative and agent of Thrive Law, PA, a Florida corporation, hereby accepts the appointment of Thrive Law, PA as Registered Agent of Shepherd South Inc., a Florida Corporation. Process, notices, and demands may be served upon Thrive Law, PA at the Registered Office address stated above. I understand that as Registered Agent, Thrive

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TALLAHASSEE, FLORIDA

Law's responsibilities are to receive service of process, to forward mail, and to immediately notify the Department of State if it resigns or if its address changes.

Dated: September 09, 2018.



Jamie Moore Marcario, Esquire
Representative of Thrive Law, PA

Article Three

Stock

The total number of shares of stock that the Corporation has authority to issue will be 100 shares of Common Stock with a par value of \$1 per share, all of one class.

The Board of Directors, acting without the Shareholders, may:

reclassify any unissued shares of any authorized class or series into one or more existing or new classes or series; and

create one or more new classes or series of shares, specifying the number of shares to be included in each class, the distinguishing designation of each class, and the preferences, limitations, and relative rights applicable to each class.

But the Board of Directors may not approve an aggregate number of authorized shares of all classes and series that exceeds the total number of authorized shares specified in the Articles of Incorporation or approved by the Shareholders.

Article Four

Stock Transfer Restrictions

Except as otherwise provided in the Bylaws or in a separate agreement among the Shareholders, no Shareholder may sell, assign, pledge, or otherwise transfer any of the Corporation's shares of stock or any right or interest in them, whether voluntarily, by operation of law, by gift, or otherwise.

Article Five

Preemptive Shareholder Rights

The preemptive right of a Shareholder to acquire additional shares is denied.

Article Six Incorporator

The name and residence of the Incorporator is as follows.

Name:

Address:

Robert Pastore

2605 Driftwood Road South
Saint Petersburg, Florida 33705

Article Seven Board of Directors

The Board of Directors will have one Director.

Newly created directorships resulting from any increase in the authorized number of Directors or any vacancies in the Board of Directors resulting from death, resignation, retirement, disqualification, removal from office, or other cause will be filled by a majority vote of the remaining Directors, though less than a quorum. These interim Directors will hold office for a term that expires at the next annual meeting of Shareholders, at which time the Shareholders will elect the successors.

The Board of Directors will fix by resolution the compensation or salary paid for attendance at each regular or special meeting of the Board in which a Director actually participates. Each Director will be reimbursed for all out-of-pocket expenses reasonably incurred in connection with performing the duties of a Director.

Article Eight Purposes

The Corporation is formed to engage in any business lawful and permitted under the laws of the State of Florida, and to do anything corporations are permitted to do under provisions of the Act, as amended from time to time.

Article Nine Release from Personal Liability

A Director will not be personally liable to the Corporation or its Shareholders for monetary damages for breach of fiduciary duty as a Director, except liability for:

the amount of a financial benefit received by a Director to which he or she is not entitled under Florida law;

an intentional infliction of harm on the Corporation or the Shareholders, individually or collectively;

any distribution for which a Director votes that is not lawful under Florida law; or an intentional violation of criminal law.

Article Ten

Indemnification

The Corporation must indemnify every Director or officer—and his or her heirs, executors, and administrators—against expenses actually and reasonably incurred by him or her, as well as any amount paid upon judgment, in connection with any civil or criminal action, suit, or proceeding to which he or she may be made a party by reason of having been a Director or officer of the Corporation. But this indemnification excludes any action resulting in the liability of the Corporation for:

a financial benefit received by a Director or officer to which he or she is not entitled under Florida law;

an intentional infliction of harm on the Corporation or the Shareholders, individually or collectively;

any distribution for which a Director or officer votes or approves that is not lawful under Florida law; or

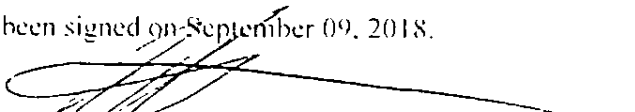
an intentional violation of criminal law.

Article Eleven

Power to Enact, Amend, and Repeal Bylaws

The Corporation's Board of Directors or its president, acting alone, holds the power to make, alter, amend, or repeal the Corporation's Bylaws with or without approval of the Corporation's Board of Directors.

These Articles of Incorporation have been signed on ~~on~~ September 09, 2018.


Robert Pastore, Incorporator