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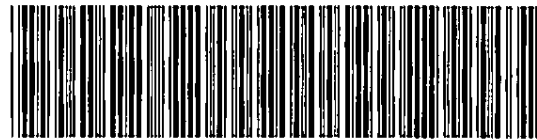
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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2021 SEP 20 PM 4:20

SEP 20

Amended
Registered

SEP 20 2021
ALABAMA

COVER LETTER

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

SUBJECT: MAYO GROUP HOLDINGS, INC.

CORPORATE NAME

Enclosed are an original and one (1) copy of the restated articles of incorporation and a check for:

☒ \$35.00 ☐ \$43.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$43.75 ☐ \$52.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status

ADDITIONAL COPY REQUIRED

FROM: Hope Worthan

Name (Printed or typed)

231 Riverside Drive

Address

Macon, Georgia 31201

City, State & Zip

478-749-9980

Daytime Telephone number

hworthan@jamesbatesllp.com

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

NOTE: Please provide the original and one copy of the document.

AMENDED AND RESTATED ARTICLES
OF INCORPORATION OF
MAYO GROUP HOLDINGS, INC.

2021 SEP 20 PM 4:20

The Articles of Incorporation of MAYO GROUP HOLDINGS, INC., a Florida corporation (the "Corporation"), filed with the Office of the Secretary of State of the State of Florida on April 6, 2021, are hereby amended and restated in compliance with Chapter 607 of the Florida Business Corporation Act as follows:

I.

The name of the corporation is: MAYO GROUP HOLDINGS, INC.

II.

The address of the Corporation's principal place of business is: 581 NE CR 411, Mayo, Florida 32066. The mailing address of the Corporation's principal office is: P.O. Box 357, Mayo, Florida 32066.

III.

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS

IV.

The total number of shares of capital stock which the Corporation is authorized to issue is 100,000, divided into 100 shares of capital stock designated as 'Class A Common Stock' and 99,900 shares of capital stock designated as 'Class B Common Stock'. The following is a description of each class of stock of the Corporation with the preferences, conversion and other rights, restrictions, voting powers and qualifications of each class:

1. Except as hereinafter provided with respect to voting powers, the Class A Common Stock and the Class B Common Stock of the Corporation shall be identical in all respects.
2. With respect to voting powers, the holders of Class A Common Stock shall possess all voting powers for all purposes, including, by way of illustration and not of limitation, the election of directors, and the holders of Class B Common Stock shall have no voting power whatsoever, and no holder of Class B Common Stock shall vote or otherwise participate in any proceedings in which actions shall be taken by the Corporation or the Shareholders thereof or be entitled to notification as to any meeting of the Board of Directors or the Shareholders.

This Article is amended as required under S. 607.1006 F.S.

V.

The registered office of the Corporation shall be at 581 NE CR 411, Mayo, Florida 32066. The registered agent at such address shall be Michael H. Shaw.

VI.

The name and address of the incorporator is: Christine E. Sutherlin 2063 S County Highway 395 Santa Rosa Beach, Florida 32459.

VII.

The officer and director of the corporation is:

Title: P. T. D
Michael H. Shaw
P.O. Box 357
Mayo, Florida 32066

VIII.

These restated articles of incorporation consolidate all amendments into a single document.

IX.

The amendments were adopted by the shareholders of the Corporation in accordance with Section 607.1003 of the Florida Business Code (the "Code"). The number of votes cast for the amendments by the shareholders of the Corporation was sufficient for approval.

X.

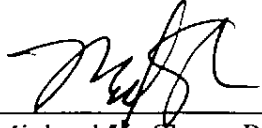
Any action required or permitted by the Code to be taken at a meeting of shareholders of the corporation may be taken without a meeting if a written consent, setting forth the action so taken, shall be signed by persons entitled to vote at a meeting those shares having sufficient voting power to cast not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shareholders entitled to vote were present and voted. The amendments contained herein are approved and adopted by the shareholders of the Corporation pursuant to shareholder resolution September 13, 2021."

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IN WITNESS WHEREOF, the undersigned hereby sets his hand this 13th day of September, 2021.

CORPORATION:

MAYO GROUP HOLDINGS, INC.

By: 
Michael R. Shaw, President

CERTIFICATE REGARDING
AMENDED AND RESTATED ARTICLES
OF INCORPORATION OF
MAYO GROUP HOLDINGS, INC.

The undersigned, Michael H. Shaw, the President of MAYO GROUP HOLDINGS, INC., a Florida corporation (the "Corporation"), hereby certifies pursuant to Section 607.1007 of the Florida Business Corporation Act (the "Code"):

1. The Amended and Restated Articles of Incorporation of the Corporation contain an amendment to the Articles of Incorporation of the Corporation which required shareholder approval.
2. The name of the Corporation is MAYO GROUP HOLDINGS, INC.
3. The text of each amendment adopted is as follows:

I.

The name of the corporation is: MAYO GROUP HOLDINGS, INC.

II.

The address of the Corporation's principal place of business is: 581 NE CR 411, Mayo, Florida 32066. The mailing address of the Corporation's principal office is: P.O. Box 357, Mayo, Florida 32066.

III.

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS

IV.

The total number of shares of capital stock which the Corporation is authorized to issue is 100,000, divided into 100 shares of capital stock designated as "Class A Common

Stock' and 99,900 shares of capital stock designated as 'Class B Common Stock'. The following is a description of each class of stock of the Corporation with the preferences, conversion and other rights, restrictions, voting powers and qualifications of each class:

1. Except as hereinafter provided with respect to voting powers, the Class A Common Stock and the Class B Common Stock of the Corporation shall be identical in all respects.
2. With respect to voting powers, the holders of Class A Common Stock shall possess all voting powers for all purposes, including, by way of illustration and not of limitation, the election of directors, and the holders of Class B Common Stock shall have no voting power whatsoever, and no holder of Class B Common Stock shall vote or otherwise participate in any proceedings in which actions shall be taken by the Corporation or the Shareholders thereof or be entitled to notification as to any meeting of the Board of Directors or the Shareholders.

This Article is amended as required under S. 607.1006 F.S.

V.

The registered office of the Corporation shall be at 581 NE CR 411, Mayo, Florida 32066. The registered agent at such address shall be Michael H. Shaw.

VI.

The name and address of the incorporator is: Christine E. Sutherlin 2063 S County Highway 395 Santa Rosa Beach, Florida 32459.

VII.

The initial officer and director of the corporation is:

Title: P. T. D
Michael H. Shaw
P.O. Box 357
Mayo, Florida 32066

VIII.

These restated articles of incorporation consolidate all amendments into a single document.

IX.

The amendments were adopted by the shareholders of the Corporation in accordance with Section 607.1003 of the Code. The number of votes cast for the amendments by the shareholders of the Corporation was sufficient for approval.

X.

Any action required or permitted by the Code to be taken at a meeting of shareholders of the corporation may be taken without a meeting if a written consent, setting forth the action so taken, shall be signed by persons entitled to vote at a meeting those shares having sufficient voting power to cast not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shareholders entitled to vote were present and voted. The amendments contained herein are approved and adopted by the shareholders of the Corporation pursuant to shareholder resolution September 13, 2021.”

The amendments were duly approved by the shareholders of the Corporation in accordance with the provisions of Section 607.1003 of the Code. The date of each amendment’s adoption is September 13, 2021.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the Corporation has caused these Amended and Restated Articles of Incorporation to be executed its duly authorized officer, this 13th day of September, 2021.

CORPORATION:

MAYO GROUP HOLDINGS, INC.

By:

A handwritten signature in black ink, appearing to read "M. Shaw", written over a horizontal line.

Michael H. Shaw, President