

P95000040718

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

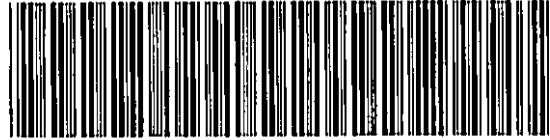
(Business Entity Name)

(Document Number)

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FILED
2019 JAN 11 AM 8:30
CLERK

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JAN 14 2019
I ALBRITTON

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION:

DOCUMENT NUMBER:

This Old Motel, Incorporated

P95000040718

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

Please return all correspondence concerning this matter to the following:

William W. Edgar

Name of Contact Person

This Old Motel, Inc.

Firm/ Company

PO Box 10355

Address

Brooksville, FL 34603

City/ State and Zip Code

edgar william @ bell south.net

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

For further information concerning this matter, please call:

Bill Edgar

Name of Contact Person

at 352 754-1259

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

*please see the attached
Amended Articles of Incorporation
for This Old Motel, Inc.*



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 19, 2018

WILLIAM W. EDGAR
P.O. BOX 10355
BROOKSVILLE, FL 34603

SUBJECT: THIS OLD MOTEL, INCORPORATED
Ref. Number: P95000040718

RECEIVED
2019 JAN 11 AM 10:57
CORPORATION DIVISION

We have received your document for THIS OLD MOTEL, INCORPORATED and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The application/form submitted does not meet the requirements of this office; please complete the attached application/form.

Please entitle the attached ATTACHMENT to the Amendment to include all the changes you wish to make.

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) 245-6050.

Irene Albritton
Regulatory Specialist II

Letter Number: 318A00026059

Good Morning Irene,
I have made the corrections you requested. Please
let me know, if you need anything else.

Thanks,
Bill

www.sunbiz.org

Articles of Amendment
to
Articles of Incorporation

This Old Motel, Incorporated

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

P 95000040718

(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:

N/A 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)

20138 Bowman Road
Spring Hill, FL 34610

(Replaces 521-525 N. Charles Ave

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

Ft. Meade, FL 33841

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

N/A

Florida street address:

New Registered Office Address:

Florida

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.

N/A

Signature of New Registered Agent, if changing

FILED
2019 JAN 11 AM 8:30
CLERK OF DISTRICT COURT
JAN 11 2019

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)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change. Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

☒ Change PT John Doe

☒ Remove V Mike Jones

☒ Add SV Sally Smith

N/A

Type of Action (Check One)	Title	Name	Address
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
<input type="checkbox"/> Change	_____	_____	_____
<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)

~~see attached updated~~ ^{Amended} Articles of Incorporation.
The changes are highlighted on this updated Articles
document. Please make the changes and
Record.

~~see attached~~ Amended Articles

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)

~~NO~~ changes in shares or ownership,
everything is the same.

This Old Motel, Incorporated
Amended Articles of Incorporation
updated on December 06, 2018

INCORPORATOR:

Name: William W. Edgar
Street Address: 20138 Bowman
City, State, Zip: Spring Hill, Florida 34610
Telephone: 352.754-1259

CORPORATION NAME:

Legal Name: This Old Motel, Inc.

PRINCIPAL PLACE OF BUSINESS:

The address where the corporation's principal place of operations is:

Street Address: 20138 Bowman Road
City, State, Zip: Spring Hill, Florida 34610
Telephone: (352) 754-1259

Mailing Address: Post Office Box 10355
City, State, Zip: Brooksville, Florida 34603

Commercial Property Operations: 521-525 North Charleston Avenue, Ft. Meade, FL 33841
501 North Charleston Avenue, Ft. Meade - sold earlier in 2018
18400 Bowman Road - sold earlier in 2018

BUSINESS ACTIVITIES: This Corporation began on May 02, 1995, with an initial number of employees of approximately six, and first year gross revenues of approximately \$1,000.00.

The primary activities of the corporation can be described as follows: originally in 1995 - commercial rental, motel and restaurant operation and in 2015 converted to farming operation along with commercial rental-development-consulting.

GEOGRAPHICAL AREA OF BUSINESS OPERATIONS:

The business will conduct its operations in the following geographical area: mostly within the State of Florida, with operations in the cities of Brooksville, Ft. Meade, and Spring Hill. The primary business operation is located in Pasco County, Florida.

FISCAL YEAR:

The fiscal year of the corporation shall end each year on December 31. The calendar year of January 1st until midnight on December 31, of the same year; as the fiscal year of the Corporation.

STOCK:

The corporation authorized the following number of shares: 10,000. William W. Edgar owns 100% of the stock and shares issued for This Old Motel, Inc.

The shares will be: no par value. Stock authorized under this plan shall be issued only in exchange for money or property susceptible to monetary valuation other than capital stock, securities or services rendered or to be rendered. The aggregate dollar amount to be received for such stock shall not exceed \$ 1,000,000. And the sum of each aggregate dollar amount and the equity capital of the Corporation shall not exceed \$ 1,000,000.

The shareholders will have preemptive rights with respect to additional shares of stock sold by the corporation. Any stock options granted during the life of this plan which apply to the stock issuable hereunder shall apply solely to such stock and to no other and must be exercised within the period in which the plan is effective. Such other action as may be necessary shall be taken by the Corporation to qualify the stock to be offered and issued under this plan as "Section 1244 Stock" as such term is defined in the Internal Revenue Code and the regulations issued thereunder.

Now, therefore, the foregoing plan to issue Section 1244 Stock was adopted by the Corporation and authorized and directed to take all actions deemed by them necessary to carry out the intent and purpose of the recited plan.

The shareholders will be required to first offer their shares to the corporation before selling to other parties.

DIRECTORS:

The following individual is the director of the corporation:

Name: William Edgar
Address: 20138 Bowman Road
City, State, Zip: Spring Hill, Florida 34610
Telephone: 352.754.1259

Each director will serve for a term of lifetime year(s).

The directors will not be personally liable to the corporation or its shareholders for obligations arising out of the performance of the directors' duties.

OFFICERS:

The following persons will be elected to fill the respective offices:

President: William W. Edgar
Address: 20138 Bowman Road
City, State, Zip: Spring Hill, Florida 34610
Telephone: (352) 754-1259

Vice President and Treasurer:

William Edgar
Address: 20138 Bowman Road
City, State, Zip: Spring Hill, Florida 34610
Telephone: (352) 754-1259

Secretary: William Edgar
Address: 20138 Bowman Road
City, State, Zip: Spring Hill, Florida 34610
Telephone: (352) 754-1260

The corporation will defend the directors and officers against lawsuits.

Business transactions between the corporation and its officers and directors will be allowed.

Instruments which relate to an interest in real estate must be signed by the following:

President or Vice-President and Secretary or Treasurer

The officers are authorized to do the following:

Open a corporate bank account
Obtain a bank loan
Lease office space at 20138 Bowman Road, Spring Hill, Florida from William Edgar upon such terms as the officers deem appropriate.

Employment agreements will be authorized with the following officers:

William Edgar, President

KEY EMPLOYEES:

The following persons are key employees who will provide important skills and services, but will not be shareholders or directors:

Name: William Edgar
Title: President
Address: 20138 Bowman
City, State, Zip: Spring Hill, Florida 34610
Telephone: 352.754.1260

FRINGE BENEFITS:

The policy of the Corporation is to provide and/or reimburse each employee expense for attendance at conferences or seminars as may be approved by the President. Reimbursement shall include full reimbursement for commercial and private transportation expenses, plus other necessary and ordinary out-of-pocket expense incidental to the said travel including meals and lodging.

A general discussion and approval of a benefit package for the owners in establishing the following:

- Health care plan for employees
- Life insurance benefits for employees
- Transportation Cost

The Corporation shall obtain and maintain a health care policy for each director of the Corporation.

SEAL:

The corporation will have a corporate seal. The President shall provide a corporate seal which shall be circular form and shall inscribed thereon the name of the Corporation and the State of Florida (incorporated state) and the words, "Corporate Seal".

STOCK CERTIFICATES:

The corporation issued stock certificates.

REGISTERED AGENT:

The name and address of the registered agent of the corporation is:

Name:	William W. Edgar
Address:	20138 Bowman Road
City, State, Zip:	Spring Hill, Florida 34610
Telephone:	(352) 754-1259

The President and Chairman of the Corporation presented to the meeting the question of electing the provisions of Section 1244 of the Internal Revenue Code. He noted that this Section permits ordinary loss treatment when enter the holder of Section 1244 stock sells or exchange such stock at a loss or when such stock becomes worthless. After a discussion, the following preamble was sated and the following resolution was unanimously.

Whereas, this Corporation qualifies as a small business corporation as defined in Section 1244, but

Whereas, the President of the Corporation is concerned over future tax law changes motlifying Section 1244 as presently enacted (subsequent to the Revenue Act of 1978) and thus desire to safeguard this corporation's 1244 election by complying with prior law as well as present law, and

Whereas, pursuant to the requirements of Section 1244 and the Regulations issued thereafter, the following plan has been submitted to the Corporation by the Board of Directors of the Corporation:

Now, therefore, the foregoing plan to issue Section 1244 Stock is adopted by the Corporation and the appropriate officers of the Corporation are authorized and directed to take all actions deemed by them necessary to carry out the intent and purpose of the recited plan.

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

Effective date if applicable: December 6, 2018
(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 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

Signature

December 6, 2018
William W. Edgar
(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)

William W. Edgar
(Typed or printed name of person signing)

President
(Title of person signing)