

96 P95000051097

AMERILAWYER®

(Requestor's Name)

343 ALMERIA AVENUE

(Address)

CORAL GABLES, FL 33134 - (305) 445-2700

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

800001528028

-06/30/95--01013--022

\*\*\*1260.00 \*\*\*70.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):  
COOK & WOODROW, INC.

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in

☐ Pick up time 11:30

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

65 JUN 30 AM 10:47

**ARTICLE 1 - NAME**

**ARTICLE 2 - PURPOSE OF CORPORATION**

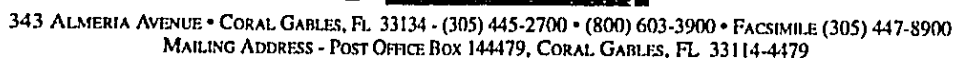
### **ARTICLE 3 - PRINCIPAL OFFICE**

## **ARTICLE 4 - INCORPORATOR**

**Elsie Sanchez**  
**343 Almeria Avenue**  
**Coral Gables, Florida 33134**

**The officers of the Corporation shall be:**

**President:** Bruce D. Cook  
**Vice-President:** William Daniel Woodrow  
**Secretary:** Sharon F. Cook  
**Treasurer:** Katherine Jeanne Woodrow



#### **ARTICLE 6 - DIRECTOR(S)**

The Director(s) of the Corporation shall be:

Katherine Jeanne Woodrow  
William Daniel Woodrow  
Sharon F. Cook  
Bruce D. Cook

#### **ARTICLE 7 - CORPORATE CAPITALIZATION**

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

#### **ARTICLE 8 - SUB-CHAPTER S CORPORATION**

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.



8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Subchapter S of the Internal Revenue Code of 1986, as amended.

8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

#### **ARTICLE 9 - POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

#### **ARTICLE 10 - TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

#### **ARTICLE 11 - REGISTERED OWNER(S)**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.



#### **ARTICLE 12 - REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this Corporation is The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, 343 Almeria Avenue, Coral Gables, Florida 33134.

#### **ARTICLE 13 - BYLAWS**

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

#### **ARTICLE 14 - EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

#### **ARTICLE 15 - AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.



IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 29<sup>th</sup> day of June, 1995.

  
Elsie Sanchez, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

The Law Firm Of Lawrence J. Spiegel,  
Chartered doing business as  
AmeriLawyer®

By:   
Lawrence J. Spiegel, President

ARTINC.008

FILED  
JUN 30 1995  
CLERK OF COURT  
JUL 1 1995  
95 JUN 30 AM 10:49





**AMERILAWYER®**

P950000 51097

Aug 10 1995

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

Re: Cook & Woodrow, Inc.

Dear Sirs:

Please let this letter serve as authorization to change the the following relating to the above captioned corporation:

1. Current Address on file:  
10350 Highland Avenue  
Largo, Florida 34640

New Address:  
1035 Highland Avenue  
Largo, Florida 34640

Thank you for your attention to this matter. Should you have any questions, please contact the undersigned.

Sincerely,

Natalia Utrera  
Attorney At Law

LET-ADD

Re  
8/10

PA500051097  
96 MAR -4 PM 2:00  
March 3, 1997

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

Re: COOK & WOODROW, INC.

PA500051097

Dear Sirs:

Please let this letter serve as authorization to change the the following relating to the above captioned corporation:

1. Current Corporate Address on File:

1035 Highland Avenue  
Largo, Florida 34640

New Corporate Address:

2238 Glenmoor Road North  
Clearwater, Florida 34624

2. Current Mailing Address on File:

1035 Highland Avenue  
Largo, Florida 34640

New Mailing Address:

2238 Glenmoor Road North  
Clearwater, Florida 34624

Thank you for your attention to this matter. Should you have any questions, please contact the undersigned.

Sincerely,

*Lawrence J. Spiegel*

Lawrence J. Spiegel  
Attorney at Law

cc: Bruce D. Cook, PRESIDENT

3497  
Obby  
343 ALMERIA AVENUE • CORAL GABLES, FL 33134 — (305) 445-2700 • FAX (305) 447-8900 • TOLL FREE (800) 803-3900  
3623 WEST KENNEDY BOULEVARD • TAMPA, FL 33609 — (813) 871-5400 • FAX (813) 870-2500 • TOLL FREE (800) 658-5900  
3526 NORTH FEDERAL HIGHWAY • FORT LAUDERDALE, FL 33308 — (954) 565-6595 • FAX (954) 561-7900 • TOLL FREE (800) 465-8500