

P96000072790

TRANSMITTAL LETTER

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
P.O. BOX 6327  
TALLAHASSEE FL 32314

2790

FILED  
SEP 28 1966

SUBJECT: SOUTH FLORIDA ARCHITECTS OF NAPLES, INC.

Enclosed is an original and one (1) copy of the Articles of Incorporation  
and a check for: \$70.00 (SEVENTY AND 00/100 DOLLARS)

FROM: DAVID WAINSCOTT, PRESIDENT  
5881 - 28TH AVE SW  
NAPLES, FL 33999  
(941) 353-1815 (DAYTIME TELEPHONE NUMBER)

David Waincott GAVE  
5881 - 28TH AVE SW  
NAPLES, FL 33999  
SEP 28 1966  
DAVID WAINSCOTT

71c SEP. 3 1966

RECEIVED DATE  
8-21-96

FILED  
95 AUG 28 PM 05:53

ARTICLES OF INCORPORATION  
OF  
SOUTH FLORIDA ARCHITECTS OF NAPLES, INC.

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE\_I - NAME

The name of the corporation shall be: SOUTH FLORIDA ARCHITECTS OF NAPLES, INC.

ARTICLE\_II - PRINCIPAL OFFICE

The principal place of business for this corporation shall be:  
5881 - 28TH AVE SW  
NAPLES, FL 33999

The mailing address for this corporation shall be:

5881 - 28TH AVE S.W.  
NAPLES, FL 33999

ARTICLE\_III - DURATION

This corporation shall exist perpetually commencing on AUGUST 21 1996.

ARTICLE\_IV - PURPOSE

This corporation is authorized for the purpose of transacting any and all lawful business.

#### **ARTICLE V - CAPITAL STOCK**

This corporation is authorized to issue 100 (one hundred) shares of \$1.00 (one dollar) par value Common Stock.

#### **ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 5801 - 28TH AVE SW, Naples, Florida 33999 and the name of the initial registered agent of this corporation at that address is DAVID WAINSCOTT.

#### **ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have no board of directors. The corporation shall be managed by the stockholders who shall perform all of the duties of a board of directors. The names and addresses of the initial directors of this corporation are:

DAVID WAINSCOTT  
5801 - 28TH AVE SW  
NAPLES, FL 33999

SCOTT FORD  
2081 - 4TH ST NW  
NAPLES, FL 33999

#### **ARTICLE VIII - AMENDMENT OF ARTICLES**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders in subject to this reservation..

#### **ARTICLE IX - INDEMNIFICATION**

This corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the Bylaws of this corporation.

ARTICLE X - INCORPORATORS

The names and addresses of the persons signing these Articles of Incorporation are:

DAVID WAINSCOTT  
5881 - 28TH AVE SW  
NAPLES, FL 33999

SCOTT FORD  
2881 - 4TH ST NW  
NAPLES, FL 33999

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 20th day of August, 1996.

*David Waincott*  
DAVID WAINSCOTT, SUBSCRIBER

*Scott Ford*  
SCOTT FORD, SUBSCRIBER

DATE SIGNED: 8-20-96

STATE OF FLORIDA  
COUNTY OF COLLIER

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared David Waincott and Scott Ford, known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed these Articles of Incorporation.

IN WITNESS WHEREFORE, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this

20th day of August, 1996.

*Elaine B. Whitley*  
NOTARY PUBLIC, STATE OF FLORIDA

MY COMMISSION EXPIRES:

TYPE OF ID# Personally Known



ELAINE B. WHITLEY  
My Comm Exp 9/19/99  
Bonded By Service Ins  
No. CC496534  
 Personally Known (1) (06) (1) (D)

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT / REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE / REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: **SOUTH FLORIDA ARCHITECTS OF NAPLES, INC.**
2. The name and address of the registered agent and office is:

**DAVID WAINSCOTT  
5881 - 28TH AVE SW  
NAPLES FL 33999**

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

  
\_\_\_\_\_  
SIGNATURE

8-20-96  
DATE

DAVID WAINSCOTT  
PRINTED NAME

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 AUG 28 PM 12:53

FILED

P96000072790

5 March 1997

Scotty A. Ford  
5801 20th Avenue SW  
Naples, Florida 34116

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

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-03/07/97--0103J--008  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Re: SOUTH FLORIDA ARCHITECTS OF NAPLES, INC.  
Reference No. P96000072790  
Letter No. 297A00008546

Dear Sir or Madam:

I received your department's letter of 18 February 1997 requiring additional information in order to process my request for Amended Articles of Incorporation.

Please find enclosed the following:

- \* Revised Amendments to the Articles of Incorporation, showing the change in the registered agent for the corporation;
- \* A Certificate of Designation of Registered Agent / Registered Office, indicating acceptance of the duties and responsibilities as the registered agent;
- \* A check in the amount of \$43.75 for filing of the Amendment to the Articles of Incorporation and for a Certificate of Status, as previously requested, upon acceptance of the amendments by the Secretary of State's office.

We would appreciate your department's processing of this request. If there are any questions, please feel free to contact me at (941) 353-1815 or at the address indicated.

Sincerely,

*Scotty A. Ford*  
Scotty A. Ford

91 MAR 17 AM 9:29  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Amend & Name Change*

*LFT*

*3-10-97*

South Florida Architects, Inc.

P9600007279



6 February 1997

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

Re: Amended Articles of Incorporation  
South Florida Architects of Naples, Inc.  
Document No. P96000072790

FILED  
97 MAR -7 PM 3:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

Please find enclosed a completed Articles of Amendment to the Articles of Incorporation for the above referenced corporation.

Due to a ruling by the Florida Board of Architecture and Interior Design, the name of the existing corporation is unacceptable to their Department (see enclosed documents). Therefore, I wish to change the name of the corporation to South Florida Architectural Associates, Inc., as shown on the Articles of Amendment.

Additionally, the Board of Architecture is requiring that I, as a licensed architect, be shown on the Articles of Incorporation as the registered agent. I am enclosing a copy showing this change of the registered agent, and myself as the President of the corporation, on a copy of the form used for the annual report.

I am aware that prior to 1 May, this corporation will be required to complete an annual report and submit the fee of \$165.00. It is my intention to do this prior to the deadline, but not until, and unless, the Board of Architecture issues to this corporation a license to provide architectural services within the State of Florida. After your office processes the enclosed Articles of Amendment, and issues a Certificate of Status, I will then re-apply to the Board of Architecture for licensure under the revised name. After their approval, I will file the annual report for 1997 with the appropriate fee.

Please find enclosed a check in the amount of \$43.75. This includes \$35.00 required for the Articles of Amendment, and \$8.75 for a Certificate of Status, which I would like to have issued upon acceptance of the Articles of Amendment so that I may forward it to the Board of Architecture.

If there are any questions concerning this, please contact (941) 353-1815 or at the address shown. Thank you for your assistance in this matter.

Sincerely,

*Scotty A. Ford*  
Scotty A. Ford  
5881 28th Avenue SW  
Naples, FL 33999

Amend & N/C

W97-3763

FL Reg No AAC0002563

RECEIVED  
97 FEB 10 AM 9:07  
DIVISION OF CORPORATIONS

O/c (941) 353-1815  
Fax (941) 353-3405



**FLORIDA DEPARTMENT OF STATE**  
Sandra B. Mortham  
Secretary of State

**FILED**  
97 MAR -7 AM 9:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

February 18, 1997

**SCOTTY A. FORD**  
SOUTH FLORIDA ARCHITECTS, INC.  
5881 28TH AVE. SW  
NAPLES, FL 33999

**SUBJECT: SOUTH FLORIDA ARCHITECTS OF NAPLES, INC.**  
Ref. Number: P96000072780

We have received your document for SOUTH FLORIDA ARCHITECTS OF NAPLES, INC. and check(s) totaling \$43.75. However, your check(s) and document are being returned for the following:

The change of registered agent should be stated in the amendment document or you will be charged an additional \$35 to file the change of registered agent form.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return the enclosed check for \$43.75 or a newly issued check with your corrected document.

If you have any questions concerning the filing of your document, please call (904) 487-6909.

Velma Shepard  
Corporate Specialist

Letter Number: 297A00008546



ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

FILED  
97 MAR -7 AM 9:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

South Florida Architects of Naples, Inc.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (Indicate article number(s) being amended, added or deleted)

Article I. Amend name of Corporation to:

South Florida Architectural Associates, Inc.

ARTICLE VI: AMEND NAME OF REGISTERED AGENT AND ADDRESS:

THE NAME OF THE REGISTERED AGENT OF THIS CORPORATION IS:  
SCOTTY A. FORD. THE STREET ADDRESS OF THE REGISTERED  
OFFICE OF THIS CORPORATION IS 5881 28TH AVENUE SW, NAPLES,  
FLORIDA 34116.

ARTICLE VII: AMEND BOARD OF DIRECTORS:

THE NAMES, ADDRESSES, AND TITLES OF THE INITIAL DIRECTORS OF THIS  
CORPORATION ARE:

SCOTTY A. FORD  
TITLE: PRESIDENT  
2881 4TH ST NW  
NAPLES, FL 34120

DAVID WAINSCOTT  
TITLE: VICE-PRESIDENT  
5881 28TH AVENUE SW  
NAPLES, FL 34116

SECOND: 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, are as follows:

THIRD: The date of each amendment's adoption: 2-6-97

FOURTH: Adoption of Amendment(s) (CHECK ONE)

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

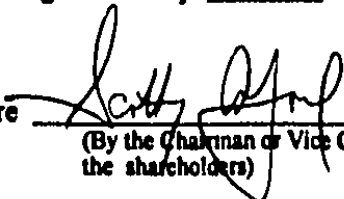
The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"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.

Signed this day 6TH of FEBRUARY, 19 97

Signature  SCOTTY A. FORD, AS PRESIDENT  
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)


OR

(By an incorporator if adopted by the incorporators)

SCOTTY A. FORD  
Typed or printed name

PRESIDENT  
Title

I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR THE SAID CORPORATION.

 SCOTTY A. FORD,  
AS PRESIDENT