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Florida Department of State

Division of Corporations

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Fax Number : (850) 205-0380

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DIVISION OF CORPORATIONS

## BASIC AMENDMENT

GAIL L. BAIRD & ASSOCIATES, INC.

FILED  
01 MAY - 1 PM 12:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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AMEND  
FILED  
5/1  
5/1/01  
(3)

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF**

**GAIL L. BAIRD & ASSOCIATES, INC.**

(present name)

FILED  
01 MAY - 1 PM 12:48  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

Pursuant to the provisions of section 607.1006, Florida Statutes, this 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 5 of the Articles of Incorporation of Gail L. Baird & Associates, Inc., is hereby amended to read as follows:

"Article 5. Capital Stock. The aggregate number of shares which the Corporation is authorized to issue and have outstanding at any time shall be:

<u>Number of Shares</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
10,000	\$0.10	Class A Common
10,000	\$0.10	Class B Common

Except as otherwise provided by law, none of the shares of Class A common stock shall carry any voting rights, including no right to vote for the election of directors of the Corporation and no right to vote on any matter presented to the shareholders for their vote or approval. Holders of each share of Class B common stock shall be entitled to one (1) vote with respect to any actions to be taken by the shareholders of this Corporation. The Class A and Class B common stock shall share equally and rateably with respect to the assets of this Corporation in the event of its dissolution. Neither class shall have any preference with respect to the payment of any dividends by this Corporation. No shareholder of either class of stock shall be entitled to preemptive rights with respect to the issuance of additional shares of stock of either class."

**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: N/A

Prepared by: David M. Silberstein, Esq.  
Kirk Pinkerton, P.A.  
720 South Orange Avenue  
Sarasota, Florida 34236  
Phone: (941) 364-2481  
Atty. Bar #436879

**THIRD:** The date of each amendment's adoption: 4-24-01

**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 24 of April 2001

Signature ERIC BAIRD  
(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)

Eric Baird

Typed or printed name

President

Title