

P 96000089954

Francis Jerome Phea, P.C.

Attorney at Law

1916 ATLANTIC BOULEVARD
JACKSONVILLE, FLORIDA 32207

500002722005--7
-12/24/98--01062--002
*****35.00 *****35.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input 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

FILED
99 JAN 14 AM 7:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AM
ORG
1/14



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 7, 1999

FRANCIS JEROME SHEA, P.A.
1916 ATLANTIC BLVD.
JACKSONVILLE, FL 32207

SUBJECT: SUMMERSTONE CORPORATION
Ref. Number: P96000089954

We have received your document for SUMMERSTONE CORPORATION and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

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) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 999A00000713

**ARTICLES OF AMENDMENT
OF
SUMMERSTONE CORPORATION**

FILED
99 JAN 14 AM 7:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

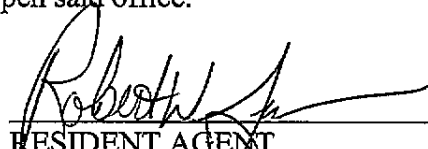
1. Article IV of the Articles of Incorporation of Summerstone Corporation, which were filed on October 30, 1998, is hereby amended as follows:

"ARTICLE IV-REGISTERED AGENT AND ADDRESS" - The name and address of the registered agent is Robert W. Summers, 2523 Belfort Rd., Jacksonville, FL 32216.

In purchase of Chapter 48.901, Florida Statutes, the following is submitted in compliance with said Act: Summerstone Corporation, is desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at the City of Jacksonville, County of Duval, has named Robert W. Summers, 2523 Belfort Rd., Jax., FL 32216 to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


RESIDENT AGENT
ROBERT W. SUMMERS

2. Article II of the Articles of Incorporation of Summerstone Corporation which were filed on October 30, 1996, is hereby amended as follows:

"ARTICLE II-PRINCIPAL OFFICE" - The street address of the principal office of this corporation is to be at 2523 Belfort Rd., Jax., FL 32216. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

3. The Articles of Incorporation of Summerstone Corporation which were filed on October 30, 1996, is hereby amended to as the following Article IX:

"ARTICLE IX-OFFICERS/DIRECTORS" - The names and street addresses of the officers and directors of the corporation are:, 2523 Belfort Rd., Jax., FL 32216.

The President of the Corporation is Robert W. Summers, 2523 Belfort Rd., Jax., FL;
The Secretary/Treasurer of the Corporation is Robert W. Summers, 2325 Belfort Rd., Jax., FL 32216.

The sole Director of the Corporation is Robert W. Summers, 2325 Belfort Rd., Jax., FL

32216.

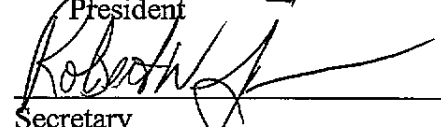
4. The foregoing amendments were adopted by the shareholders of this corporation on the 30th day of July, 1998. A copy of said resolution is attached hereto as Exhibit "A".

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment this 11th day of January, 1999.

SUMMERSTONE CORPORATION

BY: 

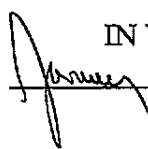
President



Secretary

STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, the undersigned authority, personally appeared Robert W. Summers, as President and Secretary of the above captioned corporation, known to me to be the person who executed the foregoing Articles of Amendment and they acknowledged before me that he executed those Articles of Amendment for the purposes therein stated and who is personally known to me or who produced identification.

 IN WITNESS WHEREOF, I have hereunto set my hand and seal this 11th day of January, 1999.



NOTARY PUBLIC

My Commission Expires:

**MINUTES OF THE SPECIAL JOINT MEETING OF
SHAREHOLDERS AND DIRECTORS OF
SUMMERSTONE CORPORATION, INC.**

The Special Joint Meeting of the shareholders and directors of Summerstone Corporation, Inc. was held at 1101 Blanding Blvd., #116 and #117, Orange Park, FL, on the 30th day of July, 1998 at 2:00 p.m. pursuant to the foregoing Notice.

Present at the meeting were the following shareholders and directors:

Marjorie G. Summers - Director/Shareholder
Jerry W. Carter - Director/Shareholder
MaryAnne Durden - Director/Shareholder

constituting a quorum of the shareholders and directors of the corporation.

The following items were then brought up for discussion, approval, ratification and confirmation:

1. To discuss, review, approve, affirm and acknowledge the resignation of Marjorie G. Summers, Madeline Gray, MaryAnne Durden and Jerry W. Carter.
2. To discuss, review, approve, affirm and acknowledge the surrendering of the shares of unissued common stock owned by MaryAnne Durden, Jerry W. Carter and Marjorie G. Summers which were authorized to be issued to said shareholder on October 23, 1998.
3. To discuss, review, approve, affirm and acknowledge the reorganization of the corporation.
4. To appoint a new board of directors.
5. To elect the corporate officers and registered agent.
6. To discuss, review and acknowledge the status of the issues at hand with the Department of Alcoholic Beverages and Tobacco pertaining to the corporate beer/wine license and to authorize one of the corporate officers to execute any and all documents required.
7. To discuss, review, approve, affirm and acknowledge the contributions of the shareholders, make valuations thereof and issuance of the common stock of the corporation.
8. To discuss, review, approve, affirm and acknowledge capital contribution(s), loan(s), etc. made to the corporation and the repayment thereof, if any.
9. To verify and acknowledge the assets and liabilities of the corporation.
10. To discuss, review, approve, affirm and acknowledge all financial transactions of the corporation to date and the day to day management.
11. To transact such other business as may properly come before the meeting or an adjournment, or adjournments, thereof.

After discussions, and upon motion duly made, seconded and unanimously carried, it was

RESOLVED as follows:

1. That it is hereby acknowledged that MaryAnne Durden, Jerry W. Carter and Marjorie G. Summers did respectively surrender their shares of unissued common stock of the corporation which were authorized to be issued to said shareholders on October 23, 1997.
2. That as and for consideration for Jerry W. Carter surrendering his 375 shares of unissued common stock to the corporation, it is hereby affirmed, approved and acknowledged

that within ten (10) years from the date hereof, to-wit: July 30, 1998, the corporation and Robert W. Summers, individually and as shareholder/director/president of the corporation, shall pay to Jerry W. Carter the sum of \$30,000.00 which is equal to one-half of the total investment and loans made to the corporation by Jerry W. Carter which totaled \$60,000.00. This payment arrangement is contingent on the corporation making a net profit after taxes. At such time as the corporation shows a net profit after taxes, repayment of the aforementioned \$30,000.00 to Jerry W. Carter is without interest and is limited to a payment not to exceed 37.5% of said net profits after payment of any and all disbursements to amortize outstanding loans from current officers/shareholders/directors.

3. That as and for consideration for MaryAnne Durden surrendering her 250 shares of unissued common stock to the corporation, it is hereby affirmed, approved and acknowledged that upon the execution of these minutes on July 30, 1998, the corporation and Robert W. Summers, individually and as shareholder/director/president of the corporation, shall pay to MaryAnne Durden the sum of \$2,886.34. *Acknowledged receipt 7/31/98 per 2886.34 paid NAD*

4. That the resignations of MaryAnne Durden, Madeline Gray, Marjorie Summers, MaryAnne Durden and Jerry W. Carter are hereby confirmed, approved and acknowledged.

5. That Robert W. Summers is hereby appointed to the Board of Directors.

6. That the members of the Board of Directors are: Robert W. Summers.

7. That Robert W. Summers is hereby elected as President, Secretary and Treasurer of the corporation.

8. That Robert W. Summers, is hereby elected as the Registered Agent of the corporation.

7. The 1,000 shares of stock of the corporation shall hereby be issued as follows:

a. Robert W. Summers - 1,000 shares.

8. That it is confirmed and acknowledged that Steve F. H be designated as the bookkeeper for the corporation.

9. That it is confirmed and acknowledged that Steve F. H be designated as the CPA for the corporation.

10. That it is confirmed, affirmed, approved and acknowledged that the corporation shall retain sole liability for all of the corporate liabilities and debts, including but not limited to: the current outstanding debts for the corporation (see Exhibit "A" attached hereto); any and all tax liabilities; Eagerton Plumbing; Seafood Kitchens, Inc. and/or Russell Stuart - \$8,397.30 as and for unpaid seafood; Taylor's Heating & Air Conditioning, Inc.; JBS Holding - \$760.00 (debt financed in the name of MaryAnne Durden for the new carpet which was installed in the leased

premises - payment can either be made directly to JBS Holding or MaryAnne Durden); the remaining rental months pursuant to the lease with Childer's Commercial Properties on the premises located at 1101 Blanding Blvd., #116 and #117, Orange Park, Florida; the license agreement with Jax, Seafood Kitchen, Inc.; the finance agreement with Orix Credit on the walk-in cooler; etc. and that the corporation shall retain sole liability for all of the corporate liabilities and debts including but not limited to those as set forth hereinabove and the corporation shall indemnify and hold harmless, Jerry W. Carter, Marjorie G. Summers, Madeline Gray and MaryAnne Durden from any liability arising therefrom.

Further, it is confirmed, affirmed, approved and acknowledged that as and for further consideration of the surrendering of the aforementioned unissued shares owned by MaryAnne Durden, Jerry W. Carter and Marjorie G. Summers, that Robert W. Summers, individually, does hereby indemnify and hold harmless Jerry W. Carter, Marjorie G. Summers, Madeline Gray and MaryAnne Durden from any personal liability, if any, arising from any past, present or future debts for the corporation, including but not limited to: all vendors; Eagerton Plumbing; Seafood Kitchens, Inc. and/or Russell Stuart - \$8,397.30 as and for unpaid seafood; Taylor's Heating & Air Conditioning, Inc.; JBS Holding - \$760.00 (debt financed in the name of MaryAnne Durden for the new carpet which was installed in the leased premises - payment can either be made directly to JBS Holding or MaryAnne Durden); any and all tax liabilities; the remaining rental months pursuant to the lease with Childer's Commercial Properties on the premises located at 1101 Blanding Blvd., #116 and #117, Orange Park, Florida; the license agreement with Jax, Seafood Kitchen, Inc.; the finance agreement with Orix Credit on the walk-in cooler; etc.

11. That the President is hereby authorized to execute any and all documents required by the Dept. of Alcoholic Beverages and Tobacco pertaining to the corporate beer/wine license as required to remove Madeline Gray, Marjorie Summers and/or Jerry W. Carter from any liability for said license and to add Robert W. Summers to said license for the corporation.

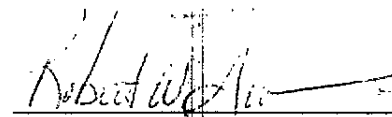
12. That the financial transactions of the corporation to date are hereby confirmed, acknowledged and approved.

13. That it is confirmed and acknowledged that all items of furniture, fixtures, equipment, utensils, inventory, food inventory, beer and wine inventory and refrigerators/freezers/coolers located at the leased premises at 1101 Blanding Blvd., Orange Park, FL 32065 are assets of the corporation, except for those three (3) certain prints on the left wall of the leased premises of dolphins and whales, which belong to the person of MaryAnne Durden and shall be returned to her unless the corporation or Robert W. Summers pays her \$351.00 for said prints.

There being no further business to come before the meeting, the same was, on motion

duly made, seconded and carried, adjourned.

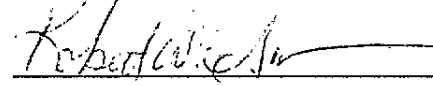
DATED: July 30, 1998



ROBERT W. SUMMERS

President

ATTESTED TO:



ROBERT W. SUMMERS

Secretary