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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Nautical Southeast, Inc.

**DOCUMENT NUMBER:** P970000230049

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

Please return all correspondence concerning this matter to the following:

Barbara Wolf  
Name of Contact Person

Barbara L. Wolf, PA  
Firm/ Company

1102 W. Indiantown Rd. - No. 7  
Address

Jupiter, FL 33458  
City/ State and Zip Code

BAKERERHTP4U@CS.COM  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Barbara Wolf at (561) 745-4742  
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

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| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(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

ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
NAUTICAL SOUTHEAST, INC.

Document Number P97000030049

2011 APR 11 AM 10:00  
TALLAHASSEE FLORIDA  
SUNSHINE STATE  
SECRETARY OF STATE

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendments to its Articles of Incorporation:

AMENDMENTS ADOPTED:

In ARTICLE VII – CAPITAL STOCK of the original Articles of Incorporation, the maximum number of shares of stock that the corporation is authorized to have outstanding from time to time shall be changed from the present “7,500 shares of common stock having a par value of \$0.01 per share” (of which 7,500 shares are presently issued) into five hundred (500) voting common shares Class A, having no par value and a stated capital of \$1,000, and three thousand (3,000) non-voting common shares Class B, no par value and a stated capital of \$6,000, and to authorize the issuance of 4,000 shares of voting preferred stock with a stated capital of \$500,000; and to insert the relative voting, dividend, liquidation and other rights, preferences and limitations granted to or imposed upon the respective classes of shares; and to restate ARTICLE VII – CAPITAL STOCK of the Articles of Incorporation as follows:

“ARTICLE VII – CAPITAL STOCK . The aggregate maximum number of shares of stock that the corporation is authorized to have outstanding from time to time is THIRTY FIVE HUNDRED (3,500) shares of common stock to consist of FIVE HUNDRED (500) shares of voting common shares Class A, having no par value and a stated capital of \$1,000, and THREE THOUSAND (3,000) shares of non-voting common shares Class B, having no par value and a stated capital of \$6,000, and FOUR THOUSAND (4,000) shares of voting preferred stock, having stated capital of \$500,000, and with dividend and liquidation preference.

The designation, relative voting, dividend, liquidation and other rights, preferences and limitations granted to or imposed upon the respective classes of shares and shares are as follows:

### ***Voting Rights***

The holders of the shares of Class A common shares shall exclusively possess voting power for the election of directors and for all other purposes, and the shares of Class B common shares shall not entitle the holders thereof to vote at any election of directors or for any other purpose; provided however, that each share of the Class B common stock shall entitle the holder thereof to one vote in every case in which such is expressly required by statute.

The shares of preferred stock shall entitle the holders thereof to vote at any election of directors or for any other purpose and the holders of the shares of voting preferred stock shall possess full and complete voting power for any and all purposes.

### ***Dividends and Other Distributions***

The holders of the preferred stock shall be entitled to receive such dividends as may be declared thereon from time to time by the Board of Directors. Any such dividends shall be non-cumulative.

### ***Liquidation Rights***

Upon any complete liquidation, or any dissolution or winding up of the corporation, whether voluntary or involuntary, the holders of the preferred shares shall be entitled to receive an amount equal to One Hundred Twenty Five (\$125) Dollars per share before any distribution shall be made upon the shares of Class A common stock or Class B common stock; and after payment of One Hundred Twenty Five (\$125) Dollars per share to the holders of the preferred shares, the holders of the shares of Class A common stock and the Class B common stock shall be entitled to receive the remaining net assets of the corporation, without further participation of the preferred shareholders. The merger or consolidation of the corporation with another

corporation or the sale or other disposition of all or substantially all the assets of the corporation to any other corporation, firm or person shall constitute a liquidation, dissolution or winding up of the corporation for purposes of the preceding sentence.

The stated capital of the new 4,000 shares of voting preferred stock is \$500,000. The 4,000 shares of new voting preferred stock shall be issued to the existing shareholder (4,000 shares of new voting preferred stock issued to him) in exchange for 7,500 shares of old common stock held by him on a basis of .53333 shares of new voting preferred stock for each share of old common stock owned and surrendered by him.

The 500 shares of the new voting common Class A stock shall be issued to the following existing shareholder in the following manner:

<i>Shareholder</i>	<i>Voting common Class A Stock</i>
<i>Richard D. Baker and Betty Ann Baker</i>	
<i>Living Revocable Trust Dated 6/1/2006</i>	<i>500</i>

The stated capital of the new 500 voting common Class A shares above is \$1,000, each share having a stated value of \$2.00 to be paid for by the above shareholder to the corporation.

The stated capital of the new 3,000 non-voting common shares Class B is \$6,000, each share having a stated capital of \$2.00. The 3,000 non-voting common shares Class B shall be held by the corporation to be issued in whole or fractional shares in the future to worthy employees of the corporation under a stock incentive ownership plan adopted by the corporation.”

The exchange, reclassification, and cancellation of issued shares and issuance of new shares shall take place upon the effective date that this amendment is filed with the Secretary of State of Florida in a manner approved by the Board of Directors of the Corporation.

The date of adoption of this amendment is upon the date of filing with the Secretary of State of Florida.

This amendment was approved by the shareholders. The number of votes cast for the amendment by the shareholders was sufficient for approval.

This amendment was also adopted by the board of directors.

IN WITNESS WHEREOF, this amendment has been duly executed by the President, Secretary, all Shareholders and all Directors of Nautical Southeast, Inc. on this 6<sup>th</sup> day of April, 2011.

NAUTICAL SOUTHEAST, INC.,  
a Florida corporation



RICHARD D. BAKER, President




RICHARD D. BAKER, Secretary

SHAREHOLDERS AND DIRECTORS



Richard D. Baker, Trustee, Sole Shareholder



Richard D. Baker, Director