

Nov. 22. 2006 12:32PM

MCCLURE & L080276

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P97000050917

Florida Department of State  
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To: Division of Corporations  
Fax Number : (850) 205-0380

From: Account Name : JOHN K. MCCLURE, P.A.  
Account Number : I20000000201  
Phone : (863) 402-1888  
Fax Number : (863) 402-2436

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TALLAHASSEE, FLORIDA

COR AMND/RESTATE/CORRECT OR O/D RESIGN

BISHOP'S FAMILY FURNISHINGS, INC.

Certificate of Status	0
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Page Count	12
Estimated Charge	\$35.00

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**COVER LETTER**

**TO: Amendment Section  
Division of Corporations**

**NAME OF CORPORATION:** Bishop's Family Furnishings, Inc.

**DOCUMENT NUMBER:** P 97000050917

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

Please return all correspondence concerning this matter to the following:

John K. McClure  
(Name of Contact Person)

McClure & LoboZZo  
(Firm/ Company)

230 So. Commerce Ave.  
(Address)

Sedring, FL 33870  
(City/ State and Zip Code)

For further information concerning this matter, please call:

Ann Fila / for John McClure at (863) 402-1888  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☒ \$35 Filing Fee

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☐ \$52.50 Filing Fee  
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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

H060002810493

Articles of Amendment  
to  
Articles of Incorporation  
of

Bishop's Family Furnishings, Inc.  
(Name of corporation as currently filed with the Florida Dept. of State)

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TALLAHASSEE, FLORIDA

P 97000050917

(Document number of corporation (if known))

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

**NEW CORPORATE NAME (if changing):**

N/A

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")  
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

**AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE)** Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

Article VI. ADDRESS: The street address of the principal office  
of Corporation in State of Florida is 1538 U.S. Highway 27 North, Avon Park  
FL 33825

Article VII. DIRECTORS: The corporation shall have one Director initially

Article IX. The name & address of director is William A. Bishop Jr.,  
6454 O'Neal Rd., Sebring, FL 33876

Article XII. Registered Office & Reg. Agent: The Registered Agent is  
William A. Bishop Jr., whose office is 1538 U.S. Hwy 27 No., Avon Park, FL 33825

\* Attached are Amended & Restated Articles, ~~Resolution adopting amendment~~, acceptance  
of appointment as Reg Agent, <sup>(Attach additional pages if necessary)</sup> Resignation letters of prior Officers.

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

(continued)

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The date of each amendment(s) adoption: November 10, 2006

Effective date if applicable: N/A  
(no more than 90 days after amendment file date)


Adoption of Amendment(s) **(CHECK ONE)**

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

Signature

  
(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

William A. Bishop Jr.  
(Typed or printed name of person signing)

Director & Registered Agent  
(Title of person signing)

FILING FEE: \$35

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
BISHOP'S FAMILY FURNISHINGS, INC.**

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TALLAHASSEE, FLORIDA

WHEREAS, pursuant to that certain amendment filed with the Florida Department of State Division of Corporations on June 27, 1997 for a name change to a corporation now known as BISHOP'S FAMILY FURNISHINGS, INC. (the "Corporation"); and

WHEREAS, through corporate decision making, the Corporation has had a change in the Officers and Directors with the new Officer and Director desiring to amend and restate said Articles of Incorporation to better fulfill the mission of the Corporation; and

WHEREAS, such decision to amend and restate the Articles of Incorporation and By Laws was adopted through resolution.

NOW THEREFORE the following Articles of Incorporation for BISHOP'S FAMILY FURNISHINGS, INC. as amended and restated are hereby accepted as the Articles of Incorporation of BISHOP'S FAMILY FURNISHINGS, INC.

The undersigned subscriber to these articles of incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

**ARTICLE I. NAME**

The name of this corporation is:

**BISHOP'S FAMILY FURNISHINGS, INC.**

**ARTICLE II. NATURE OF BUSINESS**

The general nature of the business to be transacted is:

1. To engage in every aspect and phase of the business of Home Furnishings and Accessories and to engage in every aspect and phase of related businesses.
2. To engage in every aspect and phase of the business of investing and reinvesting in real, tangible and intangible property.
3. To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services, of every class, kind, and description; except that it is not to conduct a banking, safe deposit, trust, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, cooperative association, fraternal benefit society, state fair or exposition.

4. To conduct business, have one or more offices, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states and countries.

5. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

6. To purchase the corporate assets of any other corporation and engage in the same or other character of business.

7. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

8. The foregoing clauses shall be construed both as purposes and powers; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the corporation.

### ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 6,000 shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be as fixed by the board of directors, and may take the form of services rendered, cash, property, or any other form deemed satisfactory by the board of directors.

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than 75 persons. Stock will be issued and transferred only to (i) natural persons, (ii) estates, or (iii) a trust defined in Section 1361(c)(2) (or its successor section) of the Internal Revenue Code. In addition, no stock shall be issued or transferred to a nonresident alien.

### ARTICLE IV. INITIAL CAPITAL

The amount of the capital with which this corporation will begin business shall not be less than five hundred dollars (\$500.00).

### ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

### ARTICLE VI. ADDRESS

The street address of the principal office of the corporation in the State of Florida is 1538 U. S. Highway 27 North, Avon Park, Florida, 33825. The board of directors may from time to time

move the principal office to any other address in Florida, and may establish branch offices in such other place or places as may be designated by the board of directors.

#### ARTICLE VII. DIRECTORS

This corporation shall have One Director, initially. The number of directors may be increased or diminished from time to time, by by-laws adopted by the stockholders, but shall never be less than one.

#### ARTICLE VIII. DIRECTORS' POWERS

The board of directors shall have the power to fix or change salaries of the directors and officers, to restrict the transfer of stock by stockholders, to indemnify directors and officers against liability for their good faith acts and omissions, to permit contracts or other transactions between the corporation and one or more of its directors individually or businesses in which one or more of its directors are interested, and to exercise such other powers of the corporation as are not inconsistent with these articles or with any by-laws that may be adopted by the stockholders.

#### ARTICLE IX. ORIGINAL DIRECTORS

The name and address of the members of the first board of directors are:

NAME	ADDRESS
William A. Bishop, Jr.	6454 O'Neal Rd Sebring, Florida, 33876

#### ARTICLE X. SUBSCRIBER

The name and street address of the subscriber to these articles of incorporation is:

NAME	ADDRESS
William A. Bishop, Jr.	6454 O'Neal Rd Sebring, Florida, 33876

The subscriber of these articles of incorporation hereby assigns to this corporation his rights under Section 607, Florida Statutes, to constitute a corporation, and he hereby assigns to those persons designated by the board of directors any rights he may have as a subscriber to acquire any of the capital stock of this corporation, these assignments becoming effective when these articles of incorporation have been filed with and approved by the Secretary of State of Florida, and the filing fee and filing tax paid to that official.

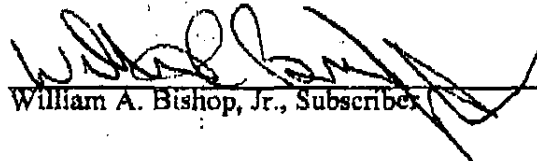
**ARTICLE XI. AMENDMENTS**

The corporation reserves the right to amend, alter, change or repeal any provision contained in these articles of incorporation in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted and subject to this reservation. Each amendment submitted to the stockholders for approval must be approved at a stockholders' meeting by a majority of the stock entitled to vote thereon.

**ARTICLE XII. REGISTERED OFFICE AND  
REGISTERED AGENT**

The corporation hereby designates as its registered agent, William A. Bishop, Jr., whose office, is 1538 U. S. Highway 27 North, Avon Park, Florida, 33825, for service of process.

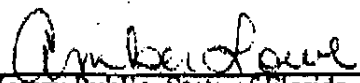
IN WITNESS WHEREOF, the undersigned subscriber, has hereunto set my hand and seal this 10<sup>th</sup> day of, November, 2006 for the purpose of forming this corporation under the laws of the State of Florida, and we hereby make and file in the office of the Secretary of State of the State of Florida, these articles of incorporation, and certify that the facts stated are true.

  
William A. Bishop, Jr., Subscriber

**STATE OF FLORIDA  
COUNTY OF HIGHLANDS**

I HEREBY CERTIFY that on this day, before me, a notary public duly authorized in the state and county named above to take acknowledgments, personally appeared William A. Bishop, Jr., to me known to be the person described as subscriber in or who produced DRIVER'S LICENSE as identification and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the state and county named above this 10<sup>th</sup> day of November, 2006.

  
Notary Public, State of Florida  
Printed Name: Amber Lowe  
Commission No. DD 525740  
My commission expires: MARCH 6, 10  
(affix notarial seal)

AMBER LOWE  
Notary Public, State of Florida  
My comm. exp. March 6, 2010  
Comm. No. DD 525740

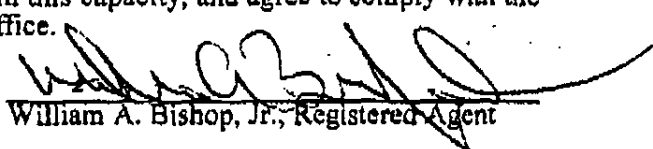


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No. 8348 P. 9/13

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

  
William A. Bishop, Jr., Registered Agent

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH  
FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, this statement of change is submitted for a corporation organized under the laws of the State of Florida in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation: Bishop's Family Furnishings Inc.  
2. The principal office address: 1538 U.S. Highway 27 North  
Avon Park, FL 33825  
3. The mailing address (if different): \_\_\_\_\_

4. Date of incorporation/qualification: 6-9-1997 Document number: P 970000 50917

5. The name and street address of the current registered agent and registered office on file with the Florida Department of State:

Fredda L. Bishop  
2400 U.S. Highway 27 S.  
Avon Park, FL 33825

6. The name and street address of the new registered agent (if changed) and /or registered office (if changed):

William A. Bishop Jr.  
1538 U.S. Highway 27 North  
(P.O. Box NOT acceptable)  
Avon Park, FL 33825

The street address of its registered office and the street address of the business office of its registered agent, as changed will be identical.

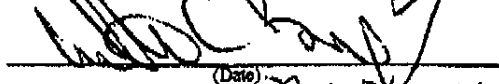
Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board, or the corporation has been notified in writing of the change.

  
(Signature of an officer or director)

William A. Bishop Jr.  
(Printed or typed name and title) Registered Agent

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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.

  
(Signature of Registered Agent)

  
(Date) Nov. 21, 2006

If signing on behalf of an entity:

Bishop's Family Furnishings, Inc.  
(Typed or Printed Name)

\*\*\* FILING FEE: \$35.00 \*\*\*

MAKE CHECKS PAYABLE TO FLORIDA DEPARTMENT OF STATE  
MAIL TO: DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

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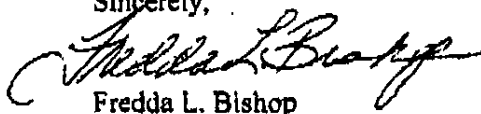
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Date: 10/09/06

To the Board of Directors of Bishop's Family Furnishings, Inc.:

As of the date first written above, I hereby resign as the President of Bishop's Family Furnishings, Inc.

Sincerely,

A handwritten signature in cursive script, appearing to read "Fredda L. Bishop".

Fredda L. Bishop

H06000-2810493

Date:

10/19/06

To the Board of Directors of Bishop's Family Furnishings, Inc.:

As of the date first written above, I hereby resign as the Vice-President of Bishop's Family Furnishings, Inc.

Sincerely,

*William A. Bishop, Sr.*  
William A. Bishop, Sr.

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