

P98 000064307

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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DEC 19 2012
C. MUSTAIN

FILED
12 DEC 18 PM 12:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten signature and initials

SOMERS IRRIGATION, INC.

6353 U.S. 27 South
Sebring, Florida 33876

December 13, 2012

VIA OVERNIGHT MAIL

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Amendment to Articles of Incorporation of Somers Irrigation, Inc.

To Whom It May Concern:

Enclosed herein are the following documents for filing:

1. Articles of Amendment to Articles of Incorporation of Somers Irrigation, Inc.
2. Additional Copy of the Articles of Amendment to Articles of Incorporation of Somers Irrigation, Inc. for certification.

Also enclosed please find a check payable to the Florida Department of State in the amount of \$52.50 representing the filing fee for the Articles of Organization, Certificate of Status, and Certified Copy.

Please process the requested amendment and forward your correspondence to my office indicating that the above amendment has been effectively processed.

If you have any questions, please feel free to contact me.

Sincerely,

James E. Somers *JES*

James E. Somers

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: SOMERS IRRIGATION, INC.

DOCUMENT NUMBER: P98000064307

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

Please return all correspondence concerning this matter to the following:

JAMES E. SOMERS

Name of Contact Person

SOMERS IRRIGATION, INC.

Firm/ Company

6353 U.S. 27 SOUTH

Address

SEBRING, FL 33876

City/ State and Zip Code

SOMERSIRREYAHOO.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

JAMES E. SOMERS

Name of Contact Person

at (863) 385-0600

Area Code & Daytime Telephone Number

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

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

SOMERS IRRIGATION, INC.

(Name of Corporation as currently filed with the Florida Dept. of State)

P98000064307

(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:

A. If amending name, enter the new name of the corporation:

n/a The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable:
(Principal office address MUST BE A STREET ADDRESS)

n/a

C. Enter new mailing address, if applicable:
(Mailing address MAY BE A POST OFFICE BOX)

n/a

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent n/a

(Florida street address)

New Registered Office Address: _____, Florida _____
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

n/a
Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

☒ Change PT John Doe

☐ Remove V Mike Jones

☒ Add SV Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <input type="checkbox"/> Change	_____	<u>n/a</u>	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____

E. If amending or adding additional Articles, enter change(s) here:
(Attach additional sheets, if necessary). (Be specific)

FIRST AMENDMENT TO ARTICLES OF
INCORPORATION OF SOMERS IRRIGATION, INC.
(SEE ATTACHED)

F. 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:
(if not applicable, indicate N/A)

(SEE ATTACHMENT #1)

FIRST AMENDMENT TO
ARTICLES OF INCORPORATION
OF SOMERS IRRIGATION, INC.,
A Florida Corporation

Pursuant to Florida Statutes, the Articles of Incorporation of Somers Irrigation, Inc., a Florida Corporation, hereafter referred to as the "Corporation" is amended to read as follows:

Article V of the Articles of Incorporation of the Corporation is hereby deleted in its entirety, and the following text is inserted in lieu thereof:

The aggregate number of shares, classes of shares and par value of shares which the Corporation shall have authority to issue is: 10 shares of Class A (Voting) Common Stock having par value of \$1.00 per share, and 490 shares of Class A (Non-Voting) Common Stock having par value of \$1.00 per share. Each share of Class A (Non-Voting) Common Stock shall be in respects equal to each share of Class A (Voting) Common Stock except that, unless otherwise provided by law, the holders of Class A (Non-Voting) Common Stock shall not be entitled to vote.

The foregoing amendment to the Articles of Incorporation of the Corporation was duly adopted and approved by written consent of the Shareholders and Directors of the Corporation on December 13, 2012, pursuant to Florida Statute. The number of votes cast in favor of the foregoing amendment by the Shareholders was sufficient for the approval of the amendment.

This amendment shall be effective as of the date of filing of this First Amendment.

IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed this First Amendment effective December 13, 2012.

SOMERS IRRIGATION, INC.

By: James E. Somers Pres.
James E. Somers, President

The date of each amendment(s) adoption: DECEMBER 13, 2012

Effective date if applicable: DECEMBER 13, 2012
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

☒ The amendment(s) was/were adopted 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.

Dated DECEMBER 13, 2012

Signature James E. Somers Pres.
(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)

JAMES E. SOMERS
(Typed or printed name of person signing)

PRESIDENT / REG. AGENT
(Title of person signing)

(Attachment #1)

**UNANIMOUS WRITTEN CONSENT
OF THE
BOARD OF DIRECTORS AND SHAREHOLDERS**

The undersigned, constituting the Shareholders and Directors of Somers Irrigation, Inc., a corporation organized under the laws of the State of Florida (the "Corporation"), by consent in writing pursuant to the authority contained in Section 607.0704 of the Florida Statutes, without the formality of convening a meeting, hereby consent to the following action of the Corporation:

RESOLVED THAT:

1. The Shareholders and Directors deem it advisable that the Corporation adopt, approve and implement the following Plan of Recapitalization, and such Plan of Recapitalization, is hereby adopted, approved and ratified.

PLAN OF RECAPITALIZATION

A. The Articles of Incorporation of the Corporation shall be amended to provide that the aggregate number of shares which the Corporation shall have authority to issue is 10 shares of Class A (Voting) Common Stock with par value of \$1.00 per share, and 490 shares of Class A (Non-Voting) Common Stock with par value of \$1.00 per share, such Class A (Voting) Common Stock to have exclusive voting rights, except as may otherwise be provided by law.

B. Immediately upon such Amendment becoming effective:

i. All of then existing share of the presently authorized Common Stock of the Corporation (the "Old Common Stock") shall automatically be canceled; and

ii. The holder of the Old Common Stock shall automatically become the holder of ten (10) shares of new Class A (Voting) Common Stock and of Four Hundred Ninety (490) shares of new Class A (Non-Voting) Common Stock, with the result that the ownership of the stock will be as follows:

Shareholder	Number of Shares of Class A (Voting) Common Stock	Number of Shares of Class A (Non-Voting) Common Stock	Total
James E. Somers	10	490	500
Total	10	490	500

C. As soon as practical after the Amendment become effective, the Shareholders of the Corporation shall surrender to the Corporation all Certificates representing the then outstanding shares of the Old Common Stock of the Corporation.

D. The appropriate officers of the Corporation shall be authorized and empowered to take such action and to execute such documents on behalf of and in the name of

(Attachment #1)

the Corporation as may be reasonably necessary to implement and carry out the terms of this Plan of Recapitalization.

2. Article V of the Articles of Incorporation of the Corporation shall be amended to read as follows:

"The aggregate number of shares, classes of shares and par value of shares which the Corporation shall have authority to issue is: 10 shares of Class A (Voting) Common Stock having par value of \$1.00 per share, and 490 shares of Class A (Non-Voting) Common Stock having par value of \$1.00 per share. Each share of Class A (Non-Voting) Common Stock shall be in respects equal to each share of Class A (Voting) Common Stock except that, unless otherwise provided by law, the holders of Class A (Non-Voting) Common Stock shall not be entitled to vote."

3. The President of the Corporation is authorized and directed to execute, under corporate seal of the Corporation, an Amendment to the Articles of the Incorporation and to file such Amendment with the Secretary of State of the State of Florida.

DATED: December 13, 2012.

Shareholders and Directors:

James E. Somers Pres.
James E. Somers, President & Shareholder

SOMERS IRRIGATION, INC.

6353 U.S. 27 South
Sebring, Florida 33876

December 13, 2012

VIA OVERNIGHT MAIL

Amendment Section
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If you have any questions, please feel free to contact me.

Sincerely,

James E. Somers Pres.

James E. Somers