

P990000002173

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
JAN 26 AM 11:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended

Restated

SUBJECT: Golson & Corley Enterprises, INC.
(Proposed corporate name - must include suffix)

400002746674--3
-01/20/99--01001--001
*****87.50 *****87.50

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: NABORS Gublin & Nickerson, P.A.
Name (Printed or typed)

315 South Calhoun Street, Suite 800
Address

Tallahassee, FL 32304
City, State & Zip

(850) 224-4070
Daytime Telephone number

RECEIVED
JAN 19 PM 3:10
DIVISION OF CORPORATIONS

ALL WHEN
READY

400789, 00664, 00563, 00580, 00547, 00672

NOTE: Please provide the original and one copy of the articles.

NABORS, GIBLIN & NICKERSON, P.A.

ATTORNEYS AT LAW

SIGNATURE PLAZA, SUITE 1060
201 SOUTH ORANGE AVENUE
ORLANDO, FLORIDA 32801

LYNNE F. BACHRACH
SARAH M. BLEAKLEY
WARREN S. BLOOM
FREDERICK L. BUSACK
HARRY F. CHILES
MAUREEN MCCARTHY DAUGHTON
VIRGINIA SAUNDERS DELEGAL
L. THOMAS GIBLIN
ERIK P. KIMBALL
MARK G. LAWSON
HEATHER J. MELOM
STEVEN E. MILLER
MARK T. MUSTIAN
ROBERT L. NABORS
GEORGE H. NICKERSON, JR.
STEN T. SLIGER
JOSEPH B. STANTON
GREGORY T. STEWART
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THE POINTE, SUITE 1060
2502 ROCKY POINT DRIVE
TAMPA, FLORIDA 33607
(813) 281-2222
TELECOPY (813) 281-0129

WILLIAM J. ROBERTS
OF COUNSEL

MEMORANDUM

TO: Annette Ramsey or Other Amendments Specialist

FROM: Joseph B. Stanton

DATE: January 25, 1999

RE: Letter No. 799A00002677 - Revised Amended and Restated Articles of
Incorporation for Golson & Corley Enterprises, Inc.

Pursuant to your attached letter and our telephone conversation, I have revised the introductory language of the attached Amended and Restated Articles of Incorporation (the "Amended Articles") to reference the Action of the Sole Incorporator pursuant to which these Amended Articles were adopted. I have also revised the language regarding the directors and incorporator to delete the word initial.

Based on these changes, we now request that the Amended Articles be filed. The filing fee of \$87.50 has been received by the Division of Corporations as indicated in your letter. If you should have any comments, questions or concerns, please call me at (407) 426-7595. Thank you.

RECEIVED
99 JAN 26 AM 10:24
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 20, 1999

Nabors, Giblin & Nickerson, P.A.
315 South Calhoun St.
Suite 800
Tallahassee, FL 32304

SUBJECT: GOLSON & CORLEY ENTERPRISES, INC.
Ref. Number: P99000002173

We have received your document for GOLSON & CORLEY ENTERPRISES, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

done ✓ 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 date of adoption of each amendment must be included in the document.

date of adoption 1/19
If an amendment was approved by the shareholders, the date of adoption of the amendment and one of the following statements must be contained in the document:

not s/holders - incorporators 607.1015
(1) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval.

(2) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 799A00002677

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

GOLSON & CORLEY ENTERPRISES, INC.

The undersigned sole incorporator delivers these Amended and Restated Articles of Incorporation under the laws of the Florida Business Corporation Act. These Amended and Restated Articles of Incorporation were adopted at a meeting of the sole incorporator of the corporation held on January 18, 1999 pursuant to Florida Statutes, Section 607.1005.

FILED
JAN 26 1999
TALLAHASSEE
FLORIDA

ARTICLE I

Name. The name of this corporation is:

GOLSON & CORLEY ENTERPRISES, INC.

ARTICLE II

Principal Office. The principal office and mailing address of this corporation is 1628 Spruce Avenue, Winter Park, Florida 32789.

ARTICLE III

Business and Activities. This corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

Capital Stock. The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value, with the consideration to be paid for each share to be in money, property or services, as may be fixed by the Board of Directors.

ARTICLE V

Term of Existence. This corporation shall have perpetual existence.

ARTICLE VI

Registered Office and Agent. The street address of the registered office of the corporation is 1628 Spruce Avenue, Winter Park, Florida 32789, and the name of the initial registered agent of the corporation at that address is Myrna Corley.

ARTICLE VII

Number of Directors. This corporation shall have 3 Directors. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the shareholders in accordance with the By-Laws of this corporation. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at an annual or special meeting. The Directors may authorize and require the payment of the reasonable expenses incurred by Directors in attending meetings of the Directors. Nothing in this Article shall be construed to preclude the Directors from serving the corporation in any other capacity and receiving compensation therefor.

ARTICLE VIII

Board of Directors. The names and street addresses of the Directors of this corporation are:

<u>Name</u>	<u>Address</u>
Ralph Golson	1628 Spruce Avenue Winter Park, Florida 32789
Karen Golson	1628 Spruce Avenue Winter Park, Florida 32789
John Corley	1628 Spruce Avenue Winter Park, Florida 32789

ARTICLE IX

Incorporator. The name and street address of the incorporator signing these Articles is:

<u>Name</u>	<u>Address</u>
Myrna Corley	1628 Spruce Avenue Winter Park, Florida 32789

ARTICLE X

Lost or Destroyed Certificates. Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the By-Laws of this corporation.

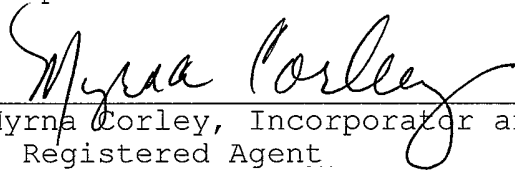
ARTICLE XI

Amendment to Articles. These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the stock issued and entitled to be voted, unless all the Directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XII

Preemptive Rights. Every shareholder, upon the sale of any additional stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, the undersigned does set his hand and seal and he acknowledged and filed the foregoing Amended and Restated Articles of Incorporation under the laws of the State of Florida this 18th day of January, 1999 and I accept the duties and responsibilities of Registered Agent for the Corporation as set forth in the Florida Business Corporation Act.



Myrna Corley, Incorporator and
Registered Agent