

099000078708

TRANSMITTAL LETTER

AMENDMENTS

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

300004726783-3
-12/14/01-01053-007
*****43.75 *****43.75

SUBJECT: DOCUMENT # 99000078708
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

RESTATED

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: ANGELA PASSARO
Name (Printed or typed)
STEELEY, REID, PASSARO
7409 CARLTON ARMS, SUITE C
Address
NEWPORT RICHEY, FL 34653
City, State & Zip
727 845-8336
Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 DEC 14 PM 4:35

FILED

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

12/18/01
Angela Passaro

STEELEY, REID, PASSARO AND COMPANY
DOCUMENT NUMBER P99000078708
RESTATED CERTIFICATE OF INCORPORATION, AS AMENDED

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby amends the following articles of incorporation as of December 15, 2001. This restatement was adopted by the president of Steeley, Reid, Passaro and Company (SRP), who is the sole authorized shareholder of SRP, on December 12, 2001. As indicated in Article III, her vote was sufficient to adopt this restatement. These duly adopted restated articles of incorporation supersede the original articles of incorporation and all other amendments to them.

ARTICLE I NAME

The name of the corporation shall be: Steeley, Reid, Passaro and Company (SRP).

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 7409 Carlton Arms Drive, Suite C; New Port Richey, FL 34653

ARTICLE III SHARES

The number of shares that this corporation is authorized to have outstanding at any one time is 2000 shares, common, \$1.00 par value. The president of SRP (Angela R. Passaro) is the sole authorized shareholder of any issued and outstanding shares. SRP is operated under her direction. Her vote is the only vote recognized and is sufficient for approval regarding the business transactions of SRP.

ARTICLE IV REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are: Angela R. Passaro; 7409 Carlton Arms Drive, Suite C; New Port Richey, FL 34653.

ARTICLE V INCORPORATOR

The name of the incorporator, who is also the Chairman, President, Secretary, and Chief Executive Officer, and address to these articles of incorporation are: Angela R. Passaro; 7409 Carlton Arms Drive, Suite C; New Port Richey, FL 34653.

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ARTICLE VI POWERS OF THE CORPORATION

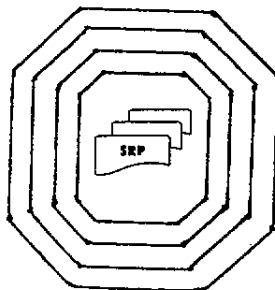
Steeley, Reid, Passaro and Company (SRP) is empowered to provide certified public accountant, investment, and other financial services to the small business community. SRP is empowered to be a market maker in its own securities. It is desirable and in the best interest of SRP that it be qualified or registered to effect securities transactions in various states; that the President and Secretary hereby are authorized to determine the states in which appropriate action shall be taken to qualify or register SRP as said officers may deem advisable; that said officers are hereby authorized to perform on behalf of SRP any and all such acts as they may deem necessary or advisable in order to comply with the applicable laws of any such states, and in connection therewith to execute and file all requisite papers and documents, including, but not limited to, applications, reports, surety bonds, irrevocable consents and appointments of attorneys for service of process; and the execution by such officers of any such paper or document for or the doing of them of any act in connection with the foregoing matters shall conclusively establish their authority therefor from SRP and the approval and ratification by SRP of the papers and documents so executed and the action so taken.

ARTICLE VII EFFECTIVE DATE

SRP is formed effective September 1, 1999.

ARTICLE VIII COMPANY LOGO

The company logo will be three document-type symbols, one behind the other, with the initials SRP printed on the first document-type symbol. The company logo lies on an emerald green, emerald cut, shaped surface. The document-type symbols and the initials of the Company are inscribed in a contrasting green. A model of the logo is shown below:



ARTICLE IX COMPANY MOTTO

The company motto is: "Consistently Earning Your Business and Enhancing Value Throughout Time."

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ARTICLE X COMPANY COLORS

The company colors shall be pale green and emerald green to symbolize growth and appreciation in value.

ARTICLE XI OPERATIONS

The initial business activities of SRP will be the monthly receipt of capital contributions in the form of mutual fund shares. Other capital contributions will be received as needed. It is recognized that certified public accountant and securities transactions activities will be added after the professional licenses required to perform these activities are acquired by the president of SRP. Certified public accountant services are required for a client to be eligible for investment and loan services from SRP. SRP is recognized as an active corporation even when only receiving capital contributions and incurring liabilities.


As of December 15, 2001, SRP invested in a subsidiary which is wholly owned by SRP. The decision to invest in the subsidiary Steeley, Reid, Passaro Capital and Credit, Inc. (SRPCC) was made by the president on December 12, 2001. Her vote was sufficient to effect this transaction. Potential clients are not required to have certified public accountant services before being eligible for loan or investment services under SRPCC.

ARTICLE XII POWERS OF GUARANTY AND SURETYSHIP

SRP may act as a guarantor on any and all debts incurred in the ordinary course of business.

ARTICLE XIII MISSION

Our mission is to provide high quality, financial services and transactions, which are readily responsive to the needs of the customer, which consistently satisfy the needs of the customer, while exceeding the customer's expectations. We also pledge to enhance the financial strength of SRPCC, to be profitable regardless of the business cycle phase and enhance wealth and value for the customer.


Angela R. Passaro

Signature of Incorporator,
Chairman, President,
Secretary and Chief Executive Officer

12/30/
Date

DOCUMENT NUMBER P99000078708, con't

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Angela R. Passaro

Angela R. Passaro
Signature of Registered Agent

12/3/01
Date