

600794

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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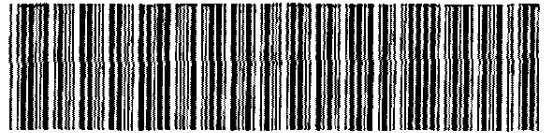
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DEPARTMENT OF STATE
ACCOUNT FILING COVER SHEET

Account Number FCA000000017

Reference:
(Sub Account)

Date:

5/14/04

Requestor Name: Carlton Fields

Address: Post Office Drawer 190
Tallahassee, Florida 32302

Telephone: (850) 224-1585

Contact Name: Kim Pullen, CLA (x5261)

Corporation Name:

Carlton Fields, P.A.

Entity Number:

600794

Authorization:

Kim Pullen

Amended +
Restated Articles

Certified Copy

Certificate of Status

New Filings

Plain Stamped Copy

Annual Report

Fictitious Name

Amendments

Registration

(X) Call When Ready

(X) Call if Problem

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Client: 99998

Matter: 99991

Name: Diane Mackey

Office: TPA

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need today
Thank You

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Push please
need today
Thank you

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

CARLTON FIELDS, P.A

Attorneys at Law

In accordance with Sections 621.13, 607.1003, and 607.1007 of the Florida Statutes, Carlton Fields, P.A., a Florida professional service corporation formed pursuant to Chapter 621 of the Florida Statutes, hereby adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I
Name of Corporation

The name of the corporation (hereinafter referred to as the "Corporation") is:

Carlton Fields, P.A.

ARTICLE II
General Nature

The general nature of the activities of this Corporation shall be:

A. To render professional services as attorneys duly licensed to practice law in any state or jurisdiction, but such professional services shall be rendered in any state or jurisdiction only through officers, employees and agents of this Corporation who are duly licensed under the laws of the state or jurisdiction or as otherwise permitted under the laws of such state or jurisdiction.

B. To invest the funds of this Corporation in real estate, mortgages, stocks, bonds or any other type of investments, and to own real and personal property necessary for the rendering of such professional services.

C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objects of this Corporation enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of this corporation; and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objects of this Corporation.

D. To conduct those lawful activities that are authorized by Chapter 621, Florida Statutes, as from time to time amended, and to exercise those powers, rights and procedures set forth in Chapter 607 of the Florida Statutes, in a manner not inconsistent with Chapter 621.

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ARTICLE III

Capital Stock

A. The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is Thirty Thousand shares of common stock having a par value of One Dollar per share, which shall be without preemptive rights. The common stock of this Corporation shall be divided into three classes, Ten Thousand shares thereof being designated as Class A common stock, Ten Thousand shares hereof being designated as Class B common stock and Ten Thousand shares thereof being designated as Class C common stock. The Class B common stock and Class C common stock shall be distinguished from the Class A common stock, in that the Class B common stock and the Class C common stock shall have no voting privilege or power and shall be subject to redemption by this Corporation in whole or any part as may be provided from time to time by this Corporation's Bylaws. No cash dividends shall be declared or paid on any Class A or Class B common stock unless at the same time there shall be declared or paid, as the case may be, a cash dividend on Class C common stock in an amount equal to 1/100th of the amount per share of the dividend declared or paid on the Class A and Class B common stock (rounded to the nearest whole cent), and no cash dividend shall be declared or paid on any Class C common stock unless at the same time there shall be declared or paid, as the case may be, a cash dividend on Class A and Class B common stock in an amount per share equal to 100 times the amount per share of the cash dividend declared on the Class C common stock (rounded to the nearest whole cent). In the event of any liquidation, dissolution, or winding up of this Corporation, whether voluntary or not, the holders of Class C common stock shall be entitled only to be paid an amount equal to the par value of such stock. After payment to the holders of Class C common stock as provided above, the remaining assets and funds shall be distributed and paid over to the holders of the Class A and Class B common stock pro rata according to their respective shares. In all other instances, except as otherwise provided from time to time in this Corporation's Bylaws, the Class B common stock and the Class C common stock shall have full rights, privileges and powers with the Class A common stock. All shares of this Corporation's common stock issued and outstanding on January 1, 1991 shall be classified as Class A common stock.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the Directors shall be the sole judges of the value of any property, right or things acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualifications of, voting powers, of such additional stock, in an amendment to its Articles of Incorporation.

ARTICLE IV

Term of Existence

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V
Offices of the Corporation

The Board of Directors shall have the power to establish branch offices and to move the principal office to any other address in Florida.

ARTICLE VI
Board of Directors

- A. The initial number of Directors of this Corporation shall be six.
- B. The number of Directors may be increased or diminished from time to time by Bylaws adopted by the Class A common stockholders, but shall never be less than three.
- C. Any Director may be removed from office by the stockholders entitled to vote thereon at any annual or special meeting of the stockholders, for any cause deemed sufficient by such stockholders.
- D. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Class A common stockholders at their next annual meeting or at a special meeting called for the purpose of filling such vacancies.

ARTICLE VII
Stockholders

Shares of this Corporation's capital stock shall be issued only to individuals who are duly licensed to practice law as an attorney in a state or other jurisdiction. No stockholder of this Corporation may sell or transfer his or her shares of stock therein except to another individual who is eligible to be a stockholder of this Corporation. No stockholder of this Corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his or her shares. Proxies may be given only to other stockholders or this Corporation.

ARTICLE VIII
Contracts

No contract or other transaction between this Corporation any other corporation shall be affected by the fact that any director of this Corporation is interested in, or is a director or officer of, such other corporation, and any director, individually or jointly, may be a party to, or may be interested in, any contract or transaction of this Corporation or in which this Corporation is interested; and no contract or other transaction of this corporation with any person, firm or corporation shall be affected by the fact that any director of this Corporation is a party in any way connected with such person, firm, or corporation. Any director of this Corporation is hereby relieved from any liability that might otherwise exist from contracting with this Corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested, provided that the fact that any contract or other transaction with this Corporation is for the benefit of himself or such firm, association or corporation in which he may be interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof.

ARTICLE IX

Bylaws

The Class A common stockholders of this Corporation shall have the sole power to establish, enact, alter or repeal Bylaws for the management of this Corporation, and the duties of the officers of this Corporation shall be prescribed by such Bylaws. The Bylaws may require a vote or action by more than a majority of directors or by more than a majority of the shares of stockholders in specific matters. In addition, such Bylaws may include, by unanimous decision of all the Class A common stockholders, any regulatory or restrictive provisions regarding the sale, transfer, or other disposition of any of the outstanding shares of stock of this Corporation by any of its stockholders, or in the event of the death of any of its stockholders, and any provision for dissolution of the Corporation.

ARTICLE X

Additional Corporate Powers

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, this Corporation shall have all and singular the following powers:

A. To become associated, by joint venture arrangement or otherwise, with any person, firm, or corporation to carry on any professional activity which this corporation has the direct or incidental authority to pursue.

B. At its option, to purchase and acquire any or all of its shares owned and held by any such stockholder as should desire to sell, transfer, or otherwise dispose of his shares, or any or all of its shares owned and held by a stockholder who dies, all in accordance with the Bylaws adopted by the stockholders of this Corporation setting forth the terms and conditions of such purchase; provided, however, the capital of this Corporation cannot be impaired thereby.

C. To enter into, for the benefit of its employees, deferred compensation plans, as follows: (1) a pension plan, (2) a profit-sharing plan, (3) a thrift and savings plan, or (4) other retirement or incentive compensation plans; provided that none of the foregoing plans shall permit compensation of non-lawyer personnel to be based on a percentage of profits.

ARTICLE XI

Amendment

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 stockholders, and approved at a stockholders' meeting by a majority, or such greater number as may be specified in the Bylaws, of the shares of stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement attesting their intention that a certain amendment of these Articles of Incorporation be made.

**CERTIFICATE ACCOMPANYING
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CARLTON FIELDS, P.A.**

Pursuant to the provisions of Sections 621.13 and 607.1007(4) of the Florida Statutes, Carlton Fields, P.A., a Florida professional corporation (the "Corporation"), certifies as follows:

1. The name of the Corporation is Carlton Fields, P.A.
2. The Articles of Incorporation of the Corporation have been amended as follows:
 - (a) Section A of Article II of the Articles of Incorporation has been deleted in its entirety and replaced in its entirety to reads as follows:

"A. To render professional services as attorneys duly licensed to practice law in any state or jurisdiction, but such professional services shall be rendered in any state or jurisdiction only through officers, employees, and agents of this corporation who are duly licensed under the laws of such state or jurisdiction or as otherwise permitted under the laws of such state or jurisdiction."
 - (b) Article IX of the Articles of Incorporation has been deleted in its entirety and replaced in its entirety to reads as follows:

"Shares of this corporation's capital stock shall be issued only to individuals who are duly licensed to practice law as an attorney in a state or other. No stockholder of this corporation may sell or transfer his or her shares of stock therein except to another individual who is eligible to be a stockholder of this corporation. No stockholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his or her shares. Proxies may be given only to other stockholders of this corporation."
 - (c) The title of Article VI has been changed to "Offices of the Corporation" and the first sentence of Article VI has been deleted in its entirety.
 - (d) Article IV, Section C of Article VII, and Article VIII of the Corporation's Articles of Incorporation regarding the Corporation's initial capital, initial address, initial board of directors, and initial subscribers have been deleted;
 - (e) The Articles of Incorporation of the Corporation (including the amended Articles set forth in 2(a), 2(b), and 2(c) of this Certificate) have been renumbered to reflect the deletion of the Articles and Sections set forth in 2(d) of this Certificate.

3. At a duly called regular meeting held on March 11, 2004 (the "Board Meeting"), the Board of Directors of the Corporation approved the amendments set forth in 2(a) and 2(b) of this Certificate (the "New Amendments") and recommended that the shareholder of the Corporation approve the New Amendments. At a duly called special meeting of the shareholders of the Corporation held on March 31, 2004, the votes cast by the shareholders of the Corporation in favor of the New Amendments were sufficient for approval. Accordingly, the New Amendments were approved and adopted by the shareholders of the Corporation on March 31, 2004.
4. At the Board Meeting, the Board of Directors of the Corporation also approved the amendment and restatement of the Corporation's Articles of Incorporation. Pursuant to Section 607.1002 of the Florida Business Corporation Act, shareholder action was not required with respect to the amendments described in 2(c), 2(d), and 2(e) of this Certificate.

Dated this 12th day of May 2004.

Carlton Fields, P.A.

By: 

Ruth Barnes Kinsolving
Secretary