

600794

(Requestor's Name)

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(City/State/Zip/Phone #)

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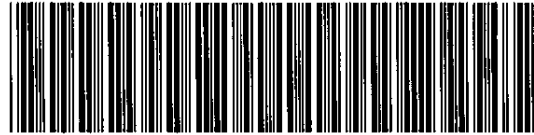
(Business Entity Name)

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STATE SECRETARY

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2007 MAY -4 PM 4:22  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

400789, 00624, 00672

DEPARTMENT OF STATE  
ACCOUNT FILING COVER SHEET

Account Number FCA000000017

Reference:  
(Sub Account)

Date:

5/3/07

Requestor Name: Carlton Fields

Address: Post Office Drawer 190  
Tallahassee, Florida 32302

Telephone: (850) 513-3619 - direct  
(850) 224-1585

Contact Name: Kim Pullen, CP

RECEIVED  
07 MAY - 3 PM 1:56  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Corporation Name:

Carlton Fields, P.A.

Entity Number:

600794

Authorization:

Kim Pullen

☒ Certificate  
Accompanying Amendment  
Certified Copy

\_\_\_\_ Certificate of Status

\_\_\_\_ New Filings

\_\_\_\_ Plain Stamped Copy

\_\_\_\_ Annual Report

\_\_\_\_ Fictitious Name

\_\_\_\_ Amendments

\_\_\_\_ Registration

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Client: 99998 Matter: 99991

Name: Rick Permon Office: TPA



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

May 3, 2007

Carlton Fields, P.A.  
P.O. Drawer 190  
Tallahassee, FL 32302

SUBJECT: CARLTON FIELDS, P.A.  
Ref. Number: 600794

We have received your document for CARLTON FIELDS, P.A. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must have original signatures.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey  
Document Specialist

Letter Number: 207A00031018

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

**OF**

**CARLTON FIELDS, P.A.**

**Attorneys at Law**

**FILED**

**2007 MAY -4 PM 4: 22**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

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.

**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 Twenty 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 two classes, Ten Thousand shares thereof being designated as Class A common stock and Ten Thousand shares thereof being designated as Class B common stock. The Class B common stock shall be distinguished from the Class A common stock, in that the Class B 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 common stock unless at the same time there shall be declared or paid, as the case may be, a cash dividend on Class B common stock in an amount equal to 1/100<sup>th</sup> of the amount per share of the dividend declared or paid on the Class A common stock (rounded to the nearest whole cent), and no cash dividend shall be declared or paid on any 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 A common stock in an amount per share equal to 100 times the amount per share of the cash dividend declared on the Class B 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 B 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 B common stock as provided above, the remaining assets and funds shall be distributed and paid over to the holders of the Class A 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 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**  
**Election of Class A and Class B Stockholders**

Except as provided herein, only existing Class A common stockholders shall have the power to elect new Class A common stockholders and new Class B common stockholders. The election of a person to become a new Class A common stockholder or Class B common stockholder of the Corporation shall require the affirmative vote of seventy-five percent (75%) of the shares of Class A common stock present in person or represented by proxy at a meeting

where such action is being considered. Upon the election of a new Class A common stockholder, the Corporation shall issue and sell to such person that number of shares of Class A common stock that it deems appropriate. Upon the election of a new Class B common stockholder, the Corporation shall issue and sell to such person one share of Class B common stock. Upon the election of a Class B common stockholder as a new Class A common stockholder, each share of Class B common stock held by such Class B stockholder shall be surrendered to the Corporation as a condition to the issuance and sale of the Class A common stock to such person. Notwithstanding the foregoing, the Board of Directors is authorized to issue new shares of Class B common stock by resolution adopted by no less than two-thirds of the full Board of Directors to any person whose present term of employment with the Corporation does not extend beyond the one-year period immediately preceding the adoption of such resolution.

**ARTICLE V**  
**Term of Existence**

This Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE VI**  
**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 VII**  
**Board of Directors**

A. 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.

B. Any Director may be removed from office with or without cause by the stockholders entitled to vote thereon at any annual or special meeting of the stockholders.

C. 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 VIII**  
**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 IX**  
**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 X**  
**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. 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 XI**  
**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 XII**  
**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 Board of Directors and its shareholders have approved and adopted by all necessary corporate action the Amended and Restated Articles of Incorporation of the Corporation ("Amended and Restated Articles of Incorporation") as attached hereto.
3. In connection with the amendment and restatement of the Corporation's articles of incorporation, the prior articles of incorporation ("Articles of Incorporation") were amended as follows:

- (a) Article III of the Articles of Incorporation has been deleted in its entirety and replaced in its entirety to reads as follows:

"A. The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is Twenty 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 two classes, Ten Thousand shares thereof being designated as Class A common stock and Ten Thousand shares thereof being designated as Class B common stock. The Class B common stock shall be distinguished from the Class A common stock, in that the Class B 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 common stock unless at the same time there shall be declared or paid, as the case may be, a cash dividend on Class B common stock in an amount equal to 1/100<sup>th</sup> of the amount per share of the dividend declared or paid on the Class A common stock (rounded to the nearest whole cent), and no cash dividend shall be declared or paid on any 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 A common stock in an amount per share equal to 100 times the amount per share of the cash dividend declared on the Class B 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 B 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 B common stock as provided above, the remaining assets and funds shall be

distributed and paid over to the holders of the Class A 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 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."

- (b) A new Article IV of the Articles of Incorporation has been added to read as follows:

**"ARTICLE IV  
Election of Class A and Class B Stockholders**

Except as provided herein, only existing Class A common stockholders shall have the power to elect new Class A common stockholders and new Class B common stockholders. The election of a person to become a new Class A common stockholder or Class B common stockholder of the Corporation shall require the affirmative vote of seventy-five percent (75%) of the shares of Class A common stock present in person or represented by proxy at a meeting where such action is being considered. Upon the election of a new Class A common stockholder, the Corporation shall issue and sell to such person that number of shares of Class A common stock that it deems appropriate. Upon the election of a new Class B common stockholder, the Corporation shall issue and sell to such person one share of Class B common stock. Upon the election of a Class B common stockholder as a new Class A common stockholder, each share of Class B common stock held by such Class B stockholder shall be surrendered to the Corporation as a condition to the issuance and sale of the Class A common stock to such person. Notwithstanding the foregoing, the Board of Directors is authorized to issue new shares of Class B common stock by resolution adopted by no less than two-thirds of the full Board of Directors to any person whose present term of employment with the Corporation does not extend beyond the one-year period immediately preceding the adoption of such resolution."

- (c) Article VI has been revised to eliminate the historical reference to the size of the original board of directors and to clarify that directors may be removed from office with or without cause. As amended, this Article now reads as follows:

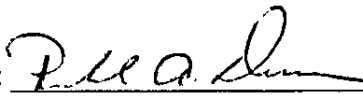
**"ARTICLE VII  
Board of Directors**

- A. 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.
- B. Any Director may be removed from office with or without cause by the stockholders entitled to vote thereon at any annual or special meeting of the stockholders.
- C. 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."
- (d) Article IX of the Articles of Incorporation has been revised to delete the following clause from the second sentence thereof
- "..or by more than a majority of the shares of stockholders in specific matters"
- (e) The Articles of Incorporation of the Corporation have been renumbered to reflect the addition of a new Article IV.
4. At a duly called regular meeting held on August 15, 2006 (the "Board Meeting"), the Board of Directors of the Corporation approved the Amended and Restated Articles of Incorporation, including each of the amendments set forth in Section 3 of this Certificate (the "New Amendments") and recommended that the shareholders of the Corporation approve the Amended and Restated Articles of Incorporation, including each of the New Amendments. At the annual meeting of the shareholders of the Corporation held on February 23, 2007, the votes cast in favor of the approval of the Amended and Restated Articles of Incorporation, including the New Amendments, by those shareholders of the Corporation entitled to vote thereon were sufficient for approval. Accordingly, Amended and Restated Articles of Incorporation, including each of the New Amendments, were approved and adopted by the shareholders of the Corporation on February 23, 2007.
5. Pursuant to the foregoing, the Amended and Restated Articles of Incorporation shall supersede and the original Articles of Incorporation and all amendments thereto.

[Signature on Next Page]

Dated this 3rd day of May 2007.

Carlton Fields, P.A.

By:   
Richard A. Denmon  
Secretary