

604246

Florida Department of State  
Division of Corporations  
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From:  
Account Name : GUNSTER, YOAKLEY, ETAL. (WEST PALM BEACH)  
Account Number : 076117000420  
Phone : (561) 650-0728  
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BASIC AMENDMENT

GUNSTER, YOAKLEY & STEWART, P.A.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Glenda B. Hood  
Secretary of State

January 16, 2004

GUNSTER, YOAKLEY & STEWART, P.A.  
777 S. FLAGLER DRIVE #500  
WEST PALM BEACH, FL 33401

SUBJECT: GUNSTER, YOAKLEY & STEWART, P.A.  
REF: 604246

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Teresa Brown  
Document Specialist

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AMENDED and RESTATED  
ARTICLES OF INCORPORATION  
OF  
GUNSTER, YOAKLEY & STEWART, P. A.**

**(Originally incorporated February 13, 1973 under the name of  
Gunster, Yoakley, Criser, Stewart & Hersey, Professional Association)**

**ARTICLE I. NAME**

The name of this corporation is Gunster, Yoakley & Stewart, P.A. (the "Corporation").

**ARTICLE II. NATURE OF BUSINESS**

The general nature of the business to be transacted by the Corporation is:

To engage in every phase and aspect of the business of rendering the same legal services to the public that an attorney at law, duly licensed under the laws of the State of Florida is authorized to render, provided such legal services shall be rendered only through officers, employees and agents who are duly licensed or otherwise legally authorized, to engage in the practice of law within the State of Florida.

To purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, otherwise dispose of, and to invest in, deal in and with, real and personal property necessary for the rendering of legal services.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To consolidate or merge with or purchase the assets of another domestic professional corporation rendering the same professional services.

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The foregoing paragraphs shall be construed as enumerating both objects and purposes of the Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit and restrict in any manner the purposes of the Corporation otherwise permitted by law.

### **ARTICLE III. CAPITAL STOCK**

1. The total amount of all classes of capital stock of the Corporation is one million 1,000,000) shares classified as follows:

**Class A Voting Common Stock.** Twenty-five thousand (25,000) shares of Class A Voting common stock with a par value of one dollar (\$1.00) per share, which results in a total par value for this class of stock of twenty-five thousand dollars (\$25,000).

**Class B Non-Voting Common Stock.** Nine hundred and fifty thousand (950,000) shares of Class B Non-voting common stock with a par value of one cent (\$.01) per share, which results in a total par value for this class of stock of nine thousand five hundred dollars (\$9,500). The redemption and liquidation value is sixty cents (\$.60) per share of Class B Non-voting common stock. Class B Non-voting common stock does not have any voting rights.

**Class C Non-Voting Common Stock.** Twenty-five thousand (25,000) shares of Class C Non-voting common stock with a par value of one dollar (\$1.00) per share, which results in a total par value for this class of stock of twenty-five thousand dollars (\$25,000). Class C Non-voting common stock shall have a redemption and liquidation value of \$1.00 per share. Class C Non-voting common stock does not have any voting rights.

No stockholder of the Corporation shall, because of his ownership of stock, have

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a pre-emptive or other right to purchase, subscribe for, or take any part of any stock or any part of the notes, debentures, bonds or any other securities convertible into or carrying options or warrants to purchase stock of the Corporation issues, optioned, or sold by it after its incorporation. Any part of the capital stock, and any part of the notes, debentures, bonds or other securities convertible into or carrying options or warrants to purchase stock of the corporation authorized by these Articles of Incorporation or by an amendment to these Articles of Incorporation duly filed, may at any time be issued, optioned for sale, and sold or disposed of by the Corporation pursuant to the resolution of its Board of Directors to such persons and upon such terms as may to such Board seem proper without first offering such stock or securities or any part thereof to existing stockholders. The acceptance of stock in the Corporation shall be a waiver of any pre-emptive or preferential right which in the absence of this provision might otherwise be asserted by stockholders of the Corporation or any of them.

#### **ARTICLE IV. INITIAL CAPITAL**

The amount of capital with which the Corporation began business was Ten Thousand Dollars (\$10,000).

#### **ARTICLE V. TERM OF EXISTENCE**

The Corporation shall exist perpetually.

#### **ARTICLE VI. ADDRESS**

The street address of the principal office of the Corporation is 777 S. Flagler Drive, 500 East Tower, West Palm Beach, Florida 33401. The Board of Directors may from time to time move the principal office to any other address in Florida.

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**ARTICLE VII. DIRECTORS**

The Corporation shall have three to five directors initially. The number of directors may be increased or diminished from time to time by by-laws adopted by the stockholders, but shall never be less than one.

**ARTICLE VIII. LIMITATION ON ISSUANCE OF STOCK**

No share or shares of the capital stock of the Corporation shall be issued or held by anyone other than an individual who is duly licensed or otherwise legally authorized to render legal services within the State of Florida.

**ARTICLE IX. RESTRAINT ON ALIENATION OF SHARES**

No stockholder of the Corporation may sell or transfer or otherwise dispose of any shares of stock of the Corporation except to the Corporation.

**ARTICLE X. INTERESTED DIRECTORS**

A. No contract or other transaction between the Corporation and one or more of its Directors, or between the Corporation, firm, association, or other entity in which one or more of the Corporation's Directors are directors or officers, or are financially interested shall be either void or voidable for this reason alone or by reason alone that such Director or Directors are present at the meeting of the Board, are members of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose:

1. If the fact of such common directorship, officership, or financial interest

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is disclosed or known to the Board or committee, and the Board or committee approves such contract or transaction by a vote sufficient for such purpose without counting the vote or votes of such interested Director or Directors;

2. If such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

3. If the contract or transaction is fair and reasonable as to the Corporation at the time it is approved by the Board, a committee or the shareholders.

B. Common or interested Directors may be counted in determining the presence of a quorum at the meeting of the Board or of a committee which approves such contract or transaction.

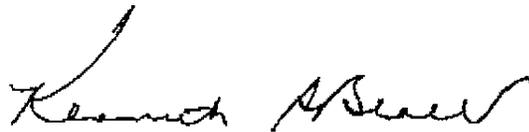
#### **ARTICLE XI. INDEMNIFICATION**

Provided the person proposed to be indemnified satisfies the requisite standard of conduct for permissive indemnification by a corporation as set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as the same may be amended from time to time, the Corporation shall indemnify its officers and directors, to the fullest extent permitted by the provisions of such law, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding (other than in an action, suit or proceeding brought by this Corporation upon authorization of the Managing Shareholder) or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement

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of such proceedings, as to actions in their official capacity as officers, directors, employees or other agents of the Corporation or its subsidiaries or affiliates. Expenses (including attorneys' fees) incurred by an officer or director in defending any civil, criminal, administrative or investigative action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Article. The indemnification and advancement of expenses provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of stockholders or directors or otherwise. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal and other legal representatives of such a person. Except as otherwise provided above, an adjudication of liability shall not affect the right to indemnification for those indemnified.

These Amended and Restated Articles of Incorporation were duly approved by the Board of Directors and Shareholders of the Corporation on November 25, 2003. The effective date of these Amended and Restated Articles of Incorporation shall be upon filing with the Florida Department of State.



Kenneth S. Beall, Jr.  
President

**ARTICLES OF RESTATEMENT**

**OF**

**GUNSTER, YOAKLEY & STEWART, P.A.**

To the Department of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the company hereinafter named (the "Corporation"), does hereby amend and restate its Articles of Incorporation.

The name of the Corporation is Gunster, Yoakley & Stewart, P.A.

The text of the Restated Articles of Incorporation of the company, as amended hereby, is annexed hereto and made a part hereof.

\*\*\*\*\*

**CERTIFICATE**

It is hereby certified that:

The annexed restatement (Restated Articles of Incorporation) contains amendments to the Articles of Incorporation of the Corporation requiring shareholder approval.

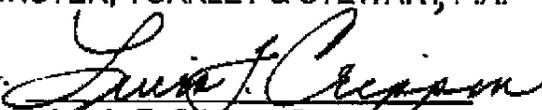
The date of adoption of the aforesaid amendments was November 25, 2003.

Only one voting group of shareholders was entitled to vote on the said amendments and restatement.

The number of votes cast for the said amendments and restatement by the said voting group of shareholders was sufficient for the approval thereof.

Executed on January 15, 2004

GUNSTER, YOAKLEY & STEWART, P.A.

BY:   
Lewis F. Crippen, Secretary