

P0000087344

A. Scott Hall  
(Requestor's Name)

76 south Laura st ste 2111  
(Address)

Box 2-B  
(Address)

Jacksonville FL 32202  
(City/State/Zip/Phone #)

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Abaco Investment Group, INC.  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

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Amend  
T. Lewis 3/24/03

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

Abaco Investment Group, INC.

(present name)

P0100087344

(Document Number of Corporation (If known))

*Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:*

**FIRST:** Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

*See attach*

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TALLAHASSEE, FLORIDA

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

**THIRD:** The date of each amendment's adoption: 1st December 2002

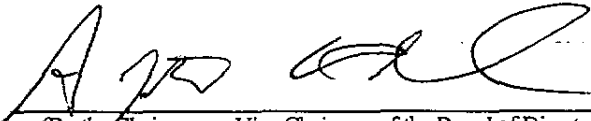
**FOURTH:** Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_ voting group."

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 1st day of December, 2002.

Signature   
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

A. Scott Hall  
Typed or printed name

President  
Title

**AMENDED ARTICLES OF INCORPORATION  
OF  
ABACO INVESTMENT GROUP, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned subscribe to these Articles of Incorporation, a natural person competent to contract; hereby form a corporation under the laws of the State of Florida.

**Article I**

**Corporation Name**

The name of this professional service corporation is **Abaco Investment Group, Incorporated**.

**Article II**

**Nature of Business**

The general nature of the business to be engaged in by this corporation is to provide professional pension management and planning for profit and non-profit corporations. The corporation will manage pension plans for domestic and international companies. A division of the corporation will provide personal financial planning. The Corporation may also buy and sell real estate and manage rental properties, in and around the State of Florida, including but not limited to the City of Jacksonville. This corporation will also engage in any other activities or business permitted under the laws of the United States of America.

To manufacture, purchase or otherwise acquire, and to own, mortgage pledge, sell, assign, transfer, manage, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares merchandise, real and personal property, and services, of every class, kind, and description that it will also conduct trust, insurance, surety, express, railroad, canal, telegraph, telephone, or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition. To lend and borrow money and hold small notes for individuals or other evidences of

indebtedness and execute such mortgages, transfer of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To produce corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of capital stock of, or any bonds, securities, or other evidences or indebtedness created by other corporations of the State of Florida, or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

The corporation will also serve as a trustee for other companies, and will receive pension proceeds and distribute them accordingly as advised by the corporation's clients. The company will be governed by the rules of the Internal Revenue Service under Section 401A.

### **ARTICLE III**

#### **STOCK**

The maximum number of shares of stock that the corporation is authorized to issue is 10,000 at a par value of three (\$3.00) dollars per share.

- A. Shareholders of the corporation shall have the preemptive right to acquire their pro rata share of stock of the corporation and for all issues of the one class of common stock of the corporation and for all issues of the one class of common stock of the corporation no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to, other property, services, acquisition of other corporations, shares, or property through merger or extinguishments of debts. Preemptive rights shall apply to the resistance of all redeemed or otherwise acquired shares, including the resistance of treasury shares.
- B. This article pertaining to preemptive rights may not be amended or ~~deleted~~ without the unanimous vote of the shareholders.

- C. No issue of stock of the corporation shall take place unless the shareholders of the corporation shall unanimously approve the price at which the stock is to be issued.
- D. There shall be no more than five (5) shareholders of this corporation at any time. Said shareholders may be real persons and/or legal entities such as corporations, associations, or partnerships.

#### **ARTICLE IV**

##### **RESTRICTION ON TRANSFER OF SHARES**

No shareholder shall have the right or power to pledge, sell, or otherwise dispose of, except by will, any share or shares of this company without first offering the said share or shares for sale to the company and shareholders at the then book value.

#### **ARTICLE V**

##### **TERM OF EXISTENCE**

This corporation is to exist perpetually.

#### **ARTICLE VI**

##### **PRINCIPAL PLACE OF BUSINESS**

The initial location of the principal office of this corporation is **76 S. Laura Street, Suite 2111-2B Jacksonville, Florida. 32202**. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

#### **ARTICLE VII**

##### **DIRECTORS**

The business affairs of the corporation shall be conducted by a President, one or more Vice-Presidents, a Secretary, and a Treasurer elected by shareholders as provided by the by-laws of the corporation. The shareholders may designate in the by-laws the deletion of the office of the Vice-President.

Directors need not be a resident of the State of Florida or a shareholder of the corporation.

**ARTICLE VIII**  
**INITIAL DIRECTORS**

The names of addresses of the persons who shall serve as directors until the first annual meeting of the shareholders, or until their successors have been elected and qualified are as follows:

<b><u>NAME</u></b>	<b><u>ADDRESSES</u></b>
<b>A. SCOTT HALL</b>	<b>76 S. Laura Street, Ste. 2111-2B</b>
<b>President and CEO</b>	<b>Jacksonville, Florida 32202</b>

**ARTICLE IX**  
**INCORPORATOR**

The name and address of the initial incorporate is as follows:

<b>A. Scott Hall</b>	<b>76 S. Laura Street, Ste. 2111-2B</b>
	<b>Jacksonville, Florida 32202</b>

**ARTICLE X**  
**REGISTERED AGENT**

The initial designation of the registered agent office of this corporation shall be Pursuant to Florida Statutes Section 607.164, having been named to accept process for the above stated corporation, at the place designated in these Articles of Incorporation.

**ARTICLE XIII**  
**SECTION 1244**

The corporation and the shareholders hereof shall be subject to Section 1244 of the United States Internal Revenue Code.

**ARTICLE XI**  
**AMENDMENT**

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by a majority vote of the shareholders based on a majority of the stock entitled to vote thereon, unless all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation is made.

**ARTICLE XII**  
**CUMULATIVE VOTING**

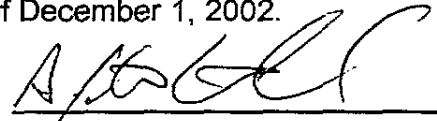
The shareholders of the corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of directors to be elected, multiplied by the number of his shares, to distribute them among as many candidates as he/she may wish. A notice in writing must be given to all shareholders, the President or a Vice-President of said corporation no less than twenty-four (24) hours prior to the time set for the holding of a shareholders' meeting for the electing of directors that said shareholders intend to cumulate their vote at said election.



**ARTICLE XIV**  
**INDEMNIFICATION**

The corporation shall indemnify an officer or board member, if any, to the full extent permitted by law as to those acts done in the furtherance of a legitimate corporate purpose.

**WITNESS WHEREOF, A. SCOTT HALL**, the incorporate, has hereunto set his hand and seal this 1<sup>st</sup> day of December 1, 2002.

  
A. SCOTT HALL

**STATE OF FLORIDA**  
**COUNTY OF DUVAL**

**BEFORE ME**, the undersigned authority, personally appeared **A. SCOTT HALL**, who, after first being duly sworn, deposes and says that he is the person described in the foregoing Articles of Incorporation and he subscribed to these Articles of Incorporation.

**AS WITNESS**, my official seal in the County and State named above, this 1<sup>st</sup> day of December, 2002.

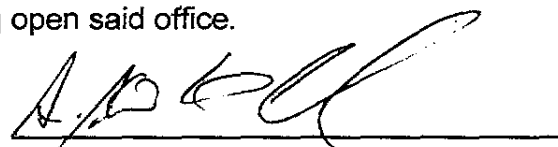
  
NOTARY PUBLIC



My Commission Expires:

☒ Personally Known    ☐ Provided Identification

**I HEREBY** accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

  
A. SCOTT HALL