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RKJ | **RABIN KAMMERER JOHNSON**
ATTORNEYS AT LAW

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📍 1601 Forum Place, Suite 201
West Palm Beach, Florida 33401

March 10, 2023

Via US Mail

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, Florida 32303

RE: Amended and Restated Articles of Incorporation for Rabin Kammerer Johnson, P.A.

Dear Sirs:

Name of Corporation: **Rabin Kammerer Johnson, P.A.**

Document No.: **P07000096232**

The enclosed Amended and Restated Articles of Incorporation for Rabin Kammerer Johnson, P.A. (Articles of Amendment) and fee are submitted for filing.

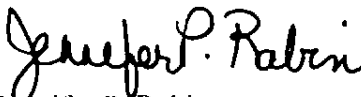
Please return all correspondence concerning this matter to the following:

Jennifer P. Rabin
Rabin Kammerer Johnson, P.A.
Centurion Tower
1601 Forum Place, Suite 201
West Palm Beach, Florida 33401
jrabin@rkjlawgroup.com

For further information concerning this matter, please call: Jennifer Rabin at 561.301.8328.

Enclosed is a check for the following amount made payable to the Florida Department of State: \$43.75 for filing fee and Certified Copy (additional copy is enclosed).

Sincerely,



Jennifer P. Rabin

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
RABIN KAMMERER JOHNSON, P.A.**

Pursuant to Sections 607.1003 and 607.1007 of the Florida Business Corporation Act ("FBCA"), RABIN KAMMERER JOHNSON, P.A., a Florida corporation (the "Corporation"), certifies that:

These Amended and Restated Articles of Incorporation amend the Corporation's Articles of Incorporation, as amended to date, to increase the number of authorized shares of capital stock and restate the Articles of Incorporation in their entirety. These Amended and Restated Articles of Incorporation were duly adopted by a majority of the Board of Directors of the Corporation at a meeting of the Board of Directors held on January 3, 2022. The amendments contained herein require the approval of the holders of shares of the Common Stock of the Corporation, and the shareholders of the Corporation approved such amendments by written consent effective as of January 3, 2022. The number of votes cast for the amendments was sufficient for approval by the holders of Common Stock of the Corporation.

The Corporation's Articles of Incorporation are hereby amended and restated in their entirety, to read as follows:

ARTICLE I - NAME

The name of the corporation shall be RABIN KAMMERER JOHNSON, P.A. (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The street and mailing address of the principal office of the Corporation is Centurion Tower, 1601 Forum Place, Suite 201, West Palm Beach, Florida 33401.

ARTICLE III - PURPOSE

The Corporation is organized for the practice of law and all other activities permitted under applicable law as the same now exists or as may be amended or supplemented hereafter.

ARTICLE IV - SHARES

The Corporation shall have the authority to issue 1000 shares of common stock, par value \$1.00 per share.

ARTICLE V - DURATION

The Corporation was formed on August 27, 2007 and is to have perpetual existence.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is Centurion Tower, 1601 Forum Place, Suite 201, West Palm Beach, Florida 33401. The name of the registered agent of the Corporation at that office is Adam Rabin.

ARTICLE VII – INCORPORATOR

The name and address of the incorporator was Corporate Creations International Inc., 11380 Prosperity Farms Road #221E, Palm Beach Gardens, FL 33410.

ARTICLE VIII – BOARD OF DIRECTORS

The name of each member of the Corporation's Board of Directors is: Adam T. Rabin. The affairs of the Corporation shall be managed by a Board of Directors consisting of not less than one director. The number of directors may be increased or decreased from time to time in accordance with Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify and may advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by the FBCA as now or hereafter in effect. Without limiting the generality of the foregoing, the Bylaws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board may from time to time deem appropriate or advisable.

ARTICLE X – LIMITATION OF LIABILITY

To the fullest extent permitted under the FBCA and other applicable law, no member of the Board of Directors shall be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal. If the law of the Corporation's state of incorporation is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of this Corporation shall be eliminated or limited to the fullest extent then permitted. No repeal or modification

of this Article X shall adversely affect any right of, or protection afforded to, a director of the Corporation existing immediately prior to such repeal or modification.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Adn
Adam T. Rabin, Registered Agent

Date 3/8/23

I submit these Amended and Restated Articles of Incorporation and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Florida Department of State constitutes a third-degree felony as provided for in Section 817.155 of the Florida Statutes.

Adn
Adam T. Rabin, Director

Date 3/8/23