

# P07000128796

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## COR AMND/RESTATE/CORRECT OR O/D RESIGN

### LAMP POST COMPANY

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March 14, 2008

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

THE LAMP POST COMPANY  
3955 RIVERSIDE AVENUE  
SUITE 205  
JACKSONVILLE, FL 32205

SUBJECT: THE LAMP POST COMPANY  
REF: P07000128796

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

If you have any questions concerning this matter, please either respond in writing or call (850) 245-6964.

Irene Albritton  
Regulatory Specialist II

Letter Number: 808A00015662

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
LAMP POST COMPANY**

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
08 MAR 17 PM 4:11 T

The undersigned, for the purpose of amending and restating the Articles of Incorporation of Lamp Post Company, originally filed on December 4, 2007, in compliance with the requirements of F.S. Chapter 607.1006, hereby makes, acknowledges and files the following Amended and Restated Articles of Incorporation.

**ARTICLE I**

The name of the Corporation is: The Lamp Post Company (the "Corporation").

**ARTICLE II**

The street address of the principal office of the Corporation is: 3955 Riverside Avenue, Suite 205, Jacksonville, FL 32205.

**ARTICLE III**

The maximum number of shares this Corporation is authorized to issue is 1000, all of which shall be Common Shares.

**ARTICLE IV**

The initial street address of the Corporation's registered office is: 3955 Riverside Avenue, Suite 100, Jacksonville, Florida, 32205. The initial registered agent for the Corporation at that address is: League & Naugle, P.L.

**ARTICLE V**

The Corporation is authorized to purchase shares of Common Stock from present and former employees, consultants and directors pursuant to the arrangements approved by the Board of Directors.

Prepared By:  
Barbara Jane League, Esq.  
League & Naugle P.L.  
3955 Riverside Avenue, Suite 100  
Jacksonville, FL 32205  
(904) 981-2709  
Florida Bar No. 723544

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## ARTICLE VI

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for conduct as a director, provided that this Article VI shall not eliminate the liability of a director for any act or omission for which such elimination of liability is not permitted under the Florida Business Corporation Act. No amendment to the Florida Business Corporation Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director for any act or omission that occurs prior to the effective date of such amendment.

## ARTICLE VII

Action required or permitted by the Florida Business Corporation Act to be taken at a shareholders' meeting may be taken without a meeting if the action is taken pursuant to written consent by shareholders having not less than the minimum number of votes that would be necessary to take such action at a meeting at which all shareholders entitled to vote on the action were present and voted.

## ARTICLE VIII

A. Indemnification. The Corporation shall indemnify to the fullest extent not prohibited by law any Person who was or is a party or is threatened to be made a party to any Proceeding against all expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by the Person in connection with such Proceeding. Notwithstanding the foregoing, the Corporation shall not indemnify any Person from or on account of acts or omissions of such Person of a type for which liability could not be eliminated for a director under Section 607.0850 of the Florida Business Corporation Act.

B. Advancement of Expenses. Expenses incurred by a Person in defending a Proceeding shall in all cases be paid by the Corporation in advance of the final disposition of such Proceeding at the written request of such Person, if the Person:

1. furnishes the Corporation a written affirmation of the Person's good faith belief that such Person has met the standard of conduct described in the Florida Business Corporation Act or is entitled to be indemnified by the Corporation under any other indemnification rights granted by the Corporation to such Person; and

2. furnishes the Corporation a written undertaking to repay such advance to the extent it is ultimately determined by a court that such Person is not entitled to be indemnified by the Corporation under this Article VIII or under any other indemnification rights granted by the Corporation to such Person.

Such advances shall be made without regard to the Person's ability to repay such advances and without regard to the Person's ultimate entitlement to indemnification under this Article VIII or otherwise.

C. Definition of "Proceeding" and "Person". The term "Proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether brought in the right of the Corporation or otherwise and whether of a civil, criminal, administrative, or investigative nature, in which an individual may be or may have been involved as a party or otherwise by reason of the fact that the individual is or was a director or officer of the Corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to any employee benefit plan of the Corporation, or is or was serving at the request of the Corporation as a director, officer, or fiduciary of an employee benefit plan of another Corporation, partnership, joint venture, trust, or other enterprise, whether or not serving in such capacity at the time any liability or expense is incurred for which indemnification or advancement of expenses can be provided under this Article VIII. The term "Person" means any individual serving in a capacity described in this Paragraph.

D. Non-Exclusivity and Continuity of Rights. This Article VIII: (i) shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any statute, agreement, general or specific action of the board of directors, vote of stockholders or otherwise, both as to action in the official capacity of the Person indemnified and as to action in another capacity while holding office, (ii) shall continue as to a Person who has ceased to be a director or officer, (iii) shall inure to the benefit of the heirs, executors, and administrators of such Person, and (iv) shall extend to all claims for indemnification or advancement of expenses made after the adoption of this Article VIII.

E. Amendments. Any repeal of this Article VIII shall only be prospective and no repeal or modification hereof shall adversely affect the rights under this Article VIII in effect at the time of the alleged occurrence of any action or omission to act that is the cause of any Proceeding.

#### ARTICLE IX

The Officers of the Corporation shall be

Barbara Jane League	CEO
Michele Marks	President
Barbara Jane League	Vice-President
Barbara Jane League	Secretary
Barbara Jane League	Treasurer

The Amended and Restated Articles of Incorporation were approved by a unanimous vote of both of the shareholders on January 31, 2008. The number of votes cast for the amendment was sufficient for approval.

  
Barbara Jane League, Shareholder

2-15-08  
Date

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Katherine S. Naugle  
Katherine S. Naugle, Shareholder

2/15/08  
Date

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for Lamp Post Company at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501.

Bryan S. League  
League & Naugle, P.L.  
Registered Agent

2/15/08  
Date

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