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TRENAM KEMKER

NO. 3758

P. 1

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# 550167

Florida Department of State  
Division of Corporations  
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MAY 21 2013 12:10PM

TRENAM KEMKER

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May 20, 2013

TRENAM, KEMKER, SCHARF, BARKIN, FRYE, O'NEILL & MULLIS,  
101 E. KENNEDY BLVD (3rd attempt)  
SUITE 2700 BANK OF AMERICA PLAZA  
TAMPA, FL 33602

SUBJECT: TRENAM, KEMKER, SCHARF, BARKIN, FRYE, O'NEILL & MULLIS,  
PROFESSIONAL ASSOCIATION  
REF: 550167

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax 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 the filing of your document, please call (850) 245-6050.

Annette Ramsey  
Regulatory Specialist II

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DIVISION OF CORPORATE REGISTRATION  
TALLAHASSEE, FL 32399

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF**

**TRENAM, KEMKER, SCHARF, BARKIN, FRYE, O'NEILL  
& MULLIS, PROFESSIONAL ASSOCIATION**

**TRENAM, KEMKER, SCHARF, BARKIN, FRYE, O'NEILL & MULLIS, PROFESSIONAL ASSOCIATION**, a professional association organized and existing under the laws of the State of Florida (the "Corporation"), in order to amend and restate its Articles of Incorporation as now in effect, in accordance with the requirements of Chapter 621, Florida Statutes, does hereby certify as follows:

1. The name of the Corporation is Trenam, Kemker, Scharf, Barkin, Frye, O'Neill & Mullis, Professional Association, and its Document Number with the Florida Department of State is 550167.

2. The Amended and Restated Articles of Incorporation filed together herewith are a complete restatement of the Corporation's Articles of Incorporation, and supersede in their entirety any and all prior Articles of Incorporation filed with the State of Florida.

3. The Amended and Restated Articles of Incorporation filed together herewith were duly adopted and approved by the Board of Directors and the shareholders, at a meeting of the Board of Directors and shareholders, on May 16, 2013. The number of votes cast for approval of the Amended and Restated Articles of Incorporation by the shareholders of the Corporation was sufficient for approval.

4. These Articles of Amendment and Restatement of the Articles of Incorporation of Trenam, Kemker, Scharf, Barkin, Frye, O'Neill & Mullis, Professional Association shall be effective upon filing hereof with the Department of State of the State of Florida.

**IN WITNESS WHEREOF**, the undersigned officer of the Corporation has executed these Amended and Restated Articles of Incorporation of Trenam, Kemker, Scharf, Barkin, Frye, O'Neill & Mullis, Professional Association as of the 16<sup>th</sup> day of May, 2013.

Trenam, Kemker, Scharf, Barkin, Frye, O'Neill &  
Mullis, Professional Association

By: \_\_\_\_\_

J. Eric Taylor, Secretary

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
TRENAM, KEMKER, SCHARF, BARKIN, FRYE, O'NEILL  
& MULLIS, PROFESSIONAL ASSOCIATION**

The undersigned hereby makes, subscribes, acknowledges and files with the Department of State of the State of Florida these Amended and Restated Articles of Incorporation.

**ARTICLE I**

**Name**

*The name of this corporation shall be:*

TRENAM, KEMKER, SCHARF, BARKIN, FRYE, O'NEILL  
& MULLIS, PROFESSIONAL ASSOCIATION

**ARTICLE II**

**Business, Objects or Purposes**

The general nature of the business to be transacted by this corporation and the objects and purposes of this corporation, shall be to engage solely and specifically in the business of carrying on the general practice of law, and, in general, to have and exercise all powers conferred by the laws of Florida upon professional service corporations.

**ARTICLE III**

**Capital Stock**

(a) The total number of shares of capital stock authorized to be issued by this corporation shall be 700,000 shares of common stock, par value \$.01 per share. The consideration for the issuance of the shares may be paid, in whole or in part, in cash, in other property (tangible or intangible) or in labor or services actually performed for this corporation, at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose, which consideration in any event shall not be less than the par value of the shares issued therefor. All stock when issued shall be fully paid for and shall be nonassessable.

(b) The holders of a majority of the outstanding shares of the common stock of this corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of the shareholders.

(c) No shareholder shall enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power or any other right, privilege or power of any or all of his stock, with the exception of the right to appoint a proxy to vote or otherwise act for the shareholder by signing an appointment form or by electronic transmission.

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(d) Each shareholder must be duly licensed or otherwise legally authorized to practice law in the State of Florida.

**ARTICLE IV**  
**Existence of Corporation**

The date for the commencement of the existence of this corporation shall be November 1, 1977, and thereafter this corporation shall have perpetual existence.

**ARTICLE V**  
**Principal and Registered Office; Registered Agent**

The principal and registered office of this corporation shall be located at 101 E. Kennedy Boulevard, Suite 2700, Tampa, Florida 33602, and the registered agent of this corporation at such office shall be TK Registered Agent, Inc. This corporation shall have the right to change such principal office, such registered office and such registered agent from time to time as provided by law.

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

(a) There shall be a Board of Directors for this corporation which shall consist of five (5) members. The Board of Directors of this corporation shall also serve as and be referred to as the Executive Board.

(b) At the first meeting of the shareholders of this corporation after the filing of these Amended and Restated Articles of Incorporation, two (2) members of the Executive Board shall be elected for a term of three (3) years and three (3) months, two (2) members of the Executive Board shall be elected for a term of two (2) years and three (3) months and one (1) member of the Executive Board shall be elected for a term of one (1) year and three (3) months. All such elections shall be effective as of, and the terms of such members of the Executive Board shall commence on, July 1, 2013, with such initial terms continuing for the period specified and until the annual meeting of the shareholders following the expiration of such initial term. At each annual meeting of the shareholders thereafter, upon the expiration of the term of office of a member of the Executive Board, the successor to such member shall be elected for a term of three (3) years. The members of the Executive Board shall be elected by the affirmative vote of shareholders constituting at least 60% of the number of shareholders of the corporation entitled to vote at such election, voting on the basis of one vote for each shareholder, notwithstanding the number of shares held by the shareholder. The Executive Board member whose term of office expires shall continue to hold office until the election, qualification and taking of office of his or her successor.

(c) Each member of the Executive Board shall be of full age and shall be duly licensed or otherwise legally authorized to practice law in the State of Florida. Only shareholders of this corporation shall be eligible to be members of the Executive Board.

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**ARTICLE VII****Transactions with Corporations**

No contract or other transaction between this corporation and any other corporation, and no other contract or transaction of this corporation, shall in any way be affected or invalidated by the fact that any of the members of the Executive Board of this corporation are pecuniarily or otherwise interested in any other corporation, or are directors or officers of any other corporation. Any member of the Executive Board individually, or any firm of which any member of the Executive Board may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed in writing to the Executive Board. Any member of the Executive Board of this corporation who is also a director or officer of such other corporation or member of such firm, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Executive Board of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such officer or director of such other corporation or member of such firm, or not so interested.

**ARTICLE VIII****By-laws**

(a) Except as otherwise specifically provided in the by-laws, the power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Executive Board of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Executive Board may be altered, amended or repealed by vote of the shareholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by vote of the shareholders entitled to vote thereon. No by-law which has been altered, amended or adopted by such a vote of the shareholders may be altered, amended or repealed by vote of the Executive Board until two years shall have expired since such action by vote of such shareholders. The vote required to alter, amend or repeal any by-law, or to adopt new by-laws, shall be as provided in the by-laws.

(b) The by-laws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of this state or of the United States.

**ARTICLE XI****Amendment of Articles of Incorporation**

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the shareholders herein are subject to this reservation; provided, however, that the Articles of Incorporation may be amended, altered, changed or repealed only if such amendment, alteration, change or repeal shall have received the affirmative vote in favor of such action, cast in person or by proxy, of shareholders constituting at least seventy percent

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(70%) of the number of shareholders of the corporation entitled to vote at such election, voting on the basis of one vote for each shareholder.

**IN WITNESS WHEREOF**, the undersigned officer of the corporation has executed these Amended and Restated Articles of Incorporation as of the 16<sup>th</sup> day of May, 2013.

TRENAM, KEMKER, SCHARF, BARKIN,  
FRYE, O'NEILL & MULLIS,  
PROFESSIONAL ASSOCIATION

By:   
Harold W. Mullis, Jr., President

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**TRENAM, KEMKER, SCHARF, BARKIN,  
FRYE, O'NEILL & MULLIS, PROFESSIONAL ASSOCIATION**

**ACCEPTANCE OF SERVICE AS REGISTERED AGENT**

The undersigned, **TK REGISTERED AGENT, INC.**, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

**DATED** this 16<sup>th</sup> day of May, 2013.

TK REGISTERED AGENT, INC.

By: 

Gary L. Teblum, President