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MAR 05 2020

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

Pursuant to the provisions of Section 607.1006, Florida Statutes, **TRENAM, KEMKER, SCHARF, BARKIN, FRYE, O'NEILL & MULLIS, PROFESSIONAL ASSOCIATION**, a professional association organized and existing under the laws of the State of Florida, adopts the following Articles of Amendment to its Amended and Restated Articles of Incorporation:

1. The amendment being effected hereby was duly adopted and approved by the written consent of shareholders constituting at least seventy percent (70%) of the number of shareholders of the corporation entitled to vote, dated February 25, 2020.
2. The provisions of Article VI of the Amended and Restated Articles of Incorporation are hereby deleted in their entirety and the following inserted in lieu thereof:

**ARTICLE VI  
Board of Directors**

Except as otherwise provided in the by-laws:

(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 each annual meeting of the shareholders, 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.

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(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.

3. The provisions of Article VIII of the Amended and Restated Articles of Incorporation are hereby deleted in their entirety and the following inserted in lieu thereof:

#### **ARTICLE VIII**

##### **Bylaws**

(a) The power to adopt the bylaws of this corporation, to alter, amend or repeal the bylaws, or to adopt new bylaws, 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 the shareholders, and the shareholders may prescribe in any by-law made by them that such by-law shall not be altered, amended or repealed by the Executive Board.

(b) The bylaws 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 the State of Florida or of the United States.

(Signature Page Follows)

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IN WITNESS WHEREOF, the undersigned officer of the corporation has executed this Amendment to Amended and Restated Articles of Incorporation as of the 25<sup>th</sup> day of February, 2020.

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

By:   
Marie Tomassi, President

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