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Division of Corporations

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Florida Department of State  
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From: Account Name : RUDEN, MCCLOSKY, P.A.  
Account Number : 076077000521  
Phone : (954) 527-2428  
Fax Number : (954) 333-4028

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Email Address: anne.sallee@rudem.com

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RUDEN MCCLOSKY P.A.

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*Amended And  
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**Ruden, McClosky**  
**200 East Broward Boulevard**  
**Fort Lauderdale, Florida 33301**  
**(954) 764-6660 Main Office**  
**(954) 764-4996 Main Fax**

### **Fax Cover Sheet**

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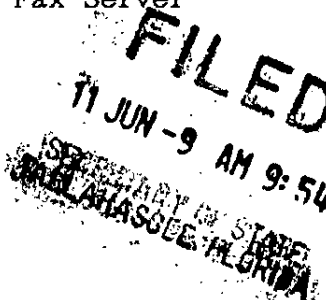
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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
RUDEN McCLOSKEY P.A.**

Ruden McClosky P.A., a professional corporation (the "Corporation") organized and existing under the Professional Service Corporation and Limited Liability Company Act of the State of Florida, Chapter 621, Florida Statutes (the "Act"), hereby certifies:

A: That the Corporation was originally incorporated on December 7, 1970;

B: That the Board of Directors and shareholders of the Corporation have determined it to be advisable and in the best interests of the Corporation and its shareholders to create voting and non-voting classes of common stock of the Corporation to be denominated Class A (Voting) Common Stock and Class B (Non-Voting) Common Stock and to exchange all existing outstanding Common Stock of the Corporation to Class A (Voting) Common Stock, following which all existing Common Stock of the Corporation shall be cancelled without any further action required of the holders of Common Stock and the Corporation will issue certificates evidencing the newly created shares in accordance with, and having the rights, preferences and privileges specified in, the Amended and Restated Articles of Incorporation of the Corporation;

C: That, as authorized by Sections 607.1003 and 607.1007 of the Florida Business Corporation Act ("FBCA"), the Amended and Restated Articles were duly adopted by the Board of Directors and shareholders of the Corporation at a joint meeting of the Board of Directors and shareholders held on November 4, 2010. The number of votes cast at the meeting was sufficient for approval;

D: That the Articles of Incorporation are amended and restated in their entirety to read as follows:

**ARTICLE I  
NAME**

The name of the Corporation is Ruden McClosky P.A. (the "Corporation").

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 200 E. Broward Blvd. Fort Lauderdale, Florida, 33301.

### **ARTICLE III PURPOSE**

The Corporation is formed to engage in every phase and aspect of the practice of law, to engage in any activities that will facilitate and promote the practice of law, to engage in any other business and purpose, directly or through equity interests in other legal entities, to the extent such activities are then lawful to be engaged in by a professional corporation organized under the Act. In addition, the Corporation may invest its funds in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property.

### **ARTICLE IV TERM OF EXISTENCE**

The Corporation shall have perpetual existence.

### **ARTICLE V CAPITAL STOCK**

The total number of shares of stock which the Corporation shall have authority to issue is 200,200 shares, consisting of the following: 200,000 shares of Class A (Voting) Common Stock, par value \$.01 per share (the "Class A Stock"); and 200 shares of Class B (Non-Voting) Common Stock, par value \$.01 per share (the "Class B Stock"). None of the shares of stock of the Corporation may be issued to anyone other than an individual duly licensed to practice law, except to the extent, if at all, authorized by the Act.

The relative rights, preferences and limitations of the shares of Class A Stock and Class B Stock are as follows:

**A. Class A Stock.**

1. **Voting.** Each holder of Class A Stock registered on the books of the Corporation shall be entitled to one vote per share on all matters submitted to stockholders.

2. **Dividends.** Subject to the rights of holders of all classes of stock which by their terms have priority as to dividends, the holders of Class A Stock shall, on a parri passu basis with each other and with the holders of Class B Stock, be entitled to receive dividends, when and as declared by the Board of Directors, and paid from such assets of the Corporation as may be legally available for such payment.

3. **Liquidation.** The holders of the Class A Stock, on a parri passu basis with each other and with holders of Class B Stock, shall receive a pro rata portion of any assets

remaining after distribution of assets to the holders of all classes of stock which by their terms have priority as to liquidation.

**B. Class B Stock.**

1. Voting. Class B Stock shall be non-voting stock. The holders of class B Stock shall not be entitled to vote on any matters submitted to stockholders.

2. Dividends. Subject to the rights of holders of all classes of stock which by their terms have priority as to dividends, the holders of Class B Stock shall, on a parri passu basis with each other and with holders of Class A Stock, be entitled to receive dividends, when and as declared by the Board of Directors, and paid from such assets of the Corporation as may be legally available for such payment.

3. Liquidation. The holders of Class B Common Stock, on a parri passu basis with each other and with holders of Class A Stock, shall receive a pro rata portion of any assets remaining after distribution of assets to the holders of all classes of stock which by their terms have priority as to liquidation.

4. Redemption. The Class B Stock shall be subject to redemption by the Corporation as follows: The Board of Directors, at its discretion at any time and from time to time including, without limitation, immediately prior to any liquidity event, may redeem any share(s) of Class B Stock by paying to the holder thereof, in cash at the time of redemption, an amount equal to One Dollar (\$1.00) per share of Class B Stock. Following redemption, such shares of Class B Stock shall remain authorized but not issued or outstanding.

**ARTICLE VI  
REGISTERED OFFICE AND AGENT**

The address of the registered office of the Corporation is 200 E. Broward Blvd., Suite 1500, Fort Lauderdale, Florida, 33302. The name of the registered agent at that address is Michael Krul.

**ARTICLE VII  
RESTRAINT ON ALIENATION OF SHARES**

No shareholder of the Corporation may sell, assign, transfer or in any way encumber stock in the Corporation except to another individual who is eligible, under the Act, to be a shareholder of the Corporation, and any such sale, assignment, transfer or encumbrance may not be made without the prior written consent of the Board of Directors of the Corporation. Each shareholder approves this restriction on the alienation of the stock of the Corporation and concurs that this is a reasonable restriction in compliance with the provisions of Section 607.0627 of the FBCA.

**ARTICLE VIII  
AMENDMENT**

The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation as of the 9<sup>th</sup> day of June, 2011.

RUDEN McCLOSKY P.A.

By: 

Michael H. Krul, President