

604388

Florida Department of State
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SHARFF, WITTMER, KURTZ, JACKSON & DIAZ, P.A.**

Effective Date: March 9, 2022

Pursuant to Sections 607.1003 and 607.1007 of the Florida Business Corporation Act ("FBCA"), the Articles of Incorporation of Sharff, Wittmer, Kurtz, Jackson & Diaz, P.A., a corporation organized and existing under the laws of the State of Florida, Document No. 604388, which were filed with the Florida Department of State May 29, 1973, as amended from time to time, is hereby amended and restated in its entirety as follows:

ARTICLE I: NAME

The name of the corporation shall be Sharff, Wittmer, Kurtz, Jackson & Diaz, P.A. (the "Corporation").

ARTICLE II: PRINCIPAL OFFICE

The street and mailing address of the principal office of the Corporation is 4627 Ponce de Leon Boulevard, Coral Gables, Florida 33146.

ARTICLE III: PURPOSE

The Corporation is organized to transact any or all lawful business for which corporations may be incorporated under the FBCA as it now exists or may hereafter be amended or supplemented, which shall include, but not be limited to, engaging in every phase and aspect of the practice of certified public accounting and rendering to the public all professional services that a certified public accountant, duly licensed under the laws of the State of Florida, is authorized to render.

ARTICLE IV: SHARES

The corporation is authorized to issue two hundred (200) shares common stock, par value of \$1.00 per share (the "Common Stock").

Effective the date that these Amended and Restated Articles of Incorporation are filed with and accepted for filing by the Department of State of the State of Florida (the "Effective Date"), and without any other or further action on the part of the corporation or the holder(s) of its issued and outstanding shares of common stock, each share of the authorized, issued and outstanding common stock, \$1.00 value, of the corporation (the "Existing Common Shares") shall be changed into and reclassified as fifty (50) shares of Common Stock of the corporation. From and after the Effective Date, each stock certificate that immediately before the Effective Date represented Existing Common Shares shall, as of and following the Effective Date, without any action on the part of the corporation or the holder(s) of such shares, represent the number of whole shares of Common Stock into which the Existing Common Shares represented by such certificate are changed and reclassified hereunder; provided, however, that each person holding of record a stock

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certificate or certificates that represented Existing Common Shares immediately prior to the Effective Date shall be entitled to receive, upon surrender of each such certificate or certificates (or provision of a lost certificate affidavit and indemnity, if applicable, in form acceptable to the corporation pursuant to the corporation's bylaws), one or more new certificates evidencing and representing the number of whole shares of Common Stock to which such person is entitled hereunder. Accordingly, and in view of the foregoing, as of the Effective Date, the corporation shall have one hundred (100) shares of issued and outstanding Common Stock.

To the full extent allowed by law, each holder of the Common Stock shall possess all of the voting and consensual rights available to the shareholders of the corporation, including, but not limited to, the rights to elect the board of directors of the Corporation and to vote upon (or give consents with respect to) any other matter properly coming before the shareholders of the corporation for ratification or approval. The holder of each share of Common Stock shall be entitled to receive their respective pro rata portion of dividends and liquidating distributions.

ARTICLE V: REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 4627 Ponce de Leon Blvd., Coral Gables, Florida 33146. The name of the registered agent of the Corporation at that office is Luis E. Diaz.

ARTICLE VI: INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Corporation shall indemnify, advance expenses, and hold harmless, to the fullest extent permitted by the FBCA and other applicable law as it presently exists or may hereafter be amended, any person (a "Covered Person") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal (a "Proceeding"), by reason of the fact that they, or a person for whom they are the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation or of a partnership, joint venture, trust, enterprise, or nonprofit entity, including service with respect to employee benefit plans, against all liability, damages, and loss suffered and expenses (including attorneys' fees) actually and reasonably incurred by such Covered Person. Any amendment, repeal, or modification of this Article V shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

ARTICLE VII: EFFECTIVE DATE AND TIME

The effective date and time of these Amended and Restated Articles of Incorporation shall be the date and time that these Amended and Restated Articles of Incorporation are filed with Florida Department of State, Division of Corporations.

* * * * *

This amendment and restatement of the Articles of Incorporation of the Corporation has been duly authorized and directed by a unanimous written consent of the board of directors and of

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the shareholders of the Corporation, dated March 9, 2022, which such consent was sufficient for the approval of this amendment and restatement under Florida law. This amendment and restatement of the Articles of Incorporation supersedes the original Articles of Incorporation of the Corporation and all amendments thereto effected prior to the date hereof.

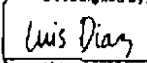
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IN WITNESS WHEREOF, the Corporation has caused these Amended and Restated Articles of Incorporation to be executed on the Effective Date.

Sharff, Wittmer, Kurtz, Jackson & Diaz, P.A.,
a Florida corporation

By: 
Luis E. Diaz, President

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned hereby accepts the appointment as the Registered Agent of Sharff, Wittmer, Kurtz, Jackson & Diaz, P.A. The undersigned is familiar with and accepts the obligations of a Registered Agent as provided in Chapter 607, Florida Statutes.

DocuSigned by:

Luis Diaz

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Luis E. Diaz, as Registered Agent