

FO 1000005916

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

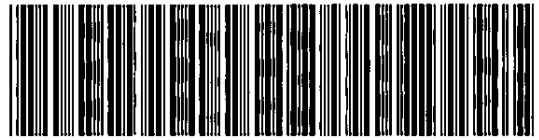
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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Office Use Only



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09 MAY 21 PM 3:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Copy
2/25/09
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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: HarleyEllis Corporation
Name of Corporation

DOCUMENT NUMBER: F01000005916

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Michael T. Lynch
Name of Contact Person

Harley Ellis Devereaux Corporation
Firm/Company

26913 Northwestern Hwy., Suite 200
Address

Southfield, Michigan 48033-3476
City/State and Zip Code

info@hede.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Michael T. Lynch at (248) 262-1639
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- \$35.00 Filing Fee \$43.75 Filing Fee & Certificate of Status \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F01000005916

(Document number of corporation (if known))

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

1. HarleyEllis Corporation
(Name of corporation as it appears on the records of the Department of State)

2. Michigan 3. November 13, 2001
(Incorporated under laws of) (Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? January 1, 2006

5. Harley Ellis Devereaux Corporation
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

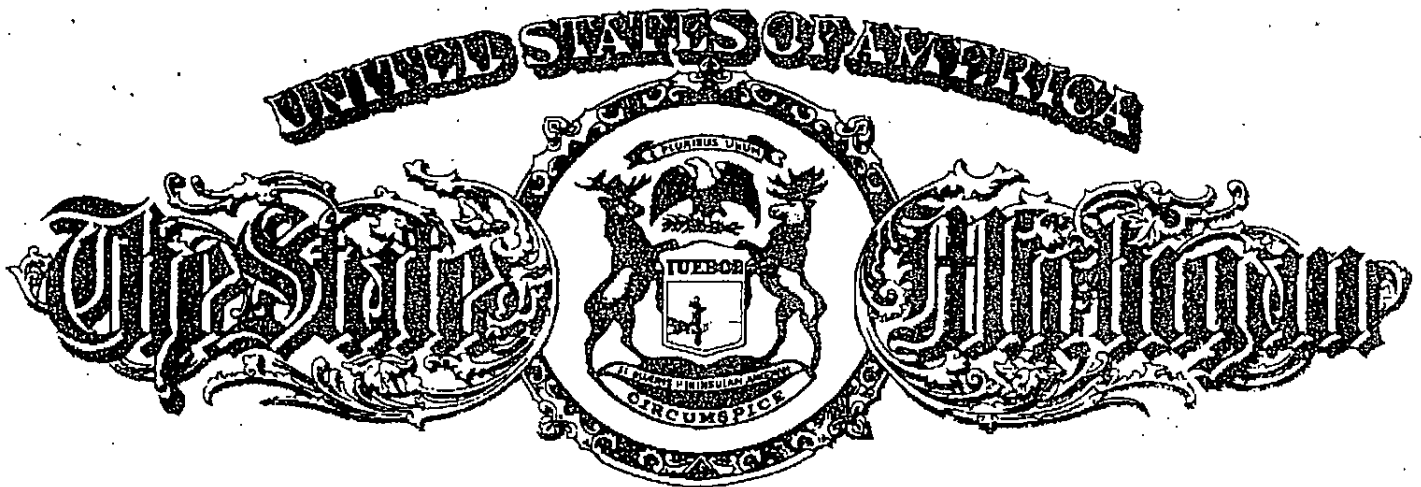
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

DENNIS H KING

(Typed or printed name of person signing)

CHAIRMAN & CEO

(Title of person signing)



Department of Energy, Labor & Economic Growth

Lansing, Michigan

This is to Certify That

HARLEY ELLIS DEVEREAUX CORPORATION

was validly incorporated on February 28, 1986, as a Michigan profit corporation, and said corporation is validly in existence under the laws of this state.

This certificate is issued pursuant to the provisions of 1972 PA 284, as amended, to attest to the fact that the corporation is in good standing in Michigan as of this date and is duly authorized to transact business and for no other purpose.

This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

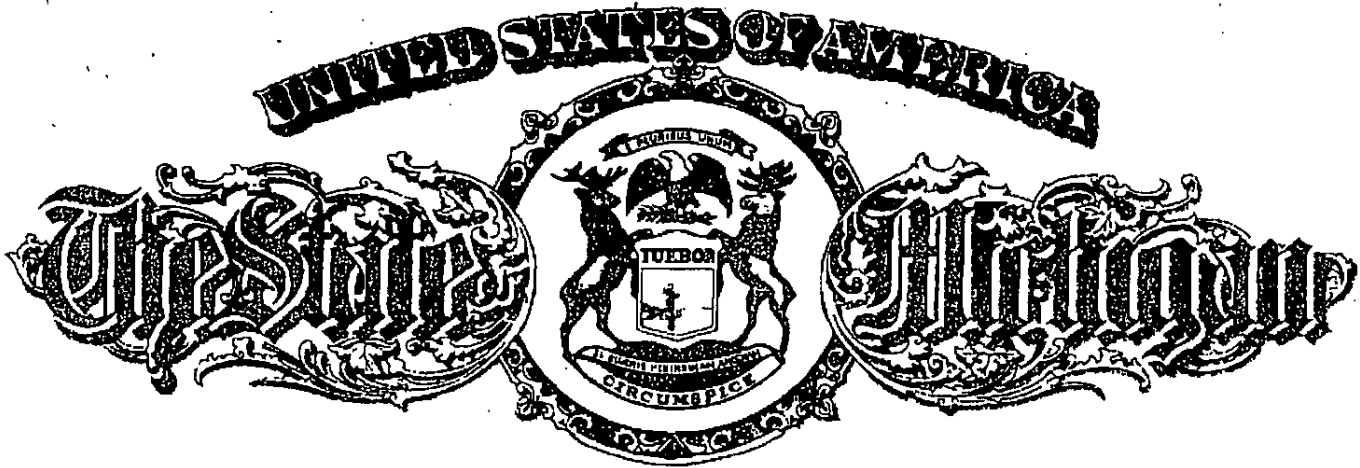


In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 8th day of May, 2009.

Andrew S. Mitchell, Director

Sent by Facsimile Transmission
986317

Bureau of Commercial Services



Department of Energy, Labor & Economic Growth

Lansing, Michigan

This is to Certify that the annexed copy has been compared by me with the record on file in this Department and that the same is a true copy thereof.

This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.



In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 8th day of May, 2009

Andrew S. Mitchell, Director

Bureau of Commercial Services

Sent by Facsimile Transmission
986317

| | |
|--|--|
| MICHIGAN DEPARTMENT OF LABOR & ECONOMIC GROWTH BUREAU OF COMMERCIAL SERVICES | |
| Date Received | (FOR BUREAU USE ONLY) |
| DEC 27 2005 | <p><i>adjusted pursuant to certificate which is attached</i></p> <p>This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.</p> |
| Name | Michael T. Lynch |
| Address | 26913 Northwestern Hwy., Suite 200 |
| City | Southfield State Michigan Zip Code 48034-3476 |
| <p>FILED</p> <p>DEC 27 2005</p> <p>Administrator BUREAU OF COMMERCIAL SERVICES</p> | |
| EFFECTIVE DATE: <u>January 1, 2006</u> | |
| Expiration date for new assumed names: December 31. | |
| Expiration date for transferred assumed names appear in Item 6 | |

Document will be returned to the name and address you enter above if left blank document will be mailed to the registered office.

CERTIFICATE OF MERGER

Cross Entity Merger for use by Profit Corporations, Limited Liability Companies and Limited Partnerships

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), Act 23, Public Acts of 1993 (limited liability companies) and Act 213, Public Acts of 1982 (limited partnerships), the undersigned entities execute the following Certificate of Merger:

1. The Plan of Merger (Consolidation) is as follows:

a. The name of each constituent entity and its identification number is:

| | |
|--|---------|
| HarleyEllis Corporation | 312 564 |
| Fields & Devereaux Architects, A.I.A. (a California corporation) | |
| | |

b. The name of the surviving (new) entity and its identification number is:

| | |
|--------------------------|---------|
| Harley Ellis Corporation | 312 564 |
|--------------------------|---------|

Corporations and Limited Liability Companies provide the street address of the survivor's principal place of business:

26913 Northwestern Hwy., Suite 200, Southfield, Michigan 48034-3476

2. (Complete only if an effective date is desired other than the date of filing. The date must be no more than 90 days after the receipt of this document in this office.)

The merger (consolidation) shall be effective on the 1st day of January, 2006.

712.50 MCLB 189257

3. Complete for Profit Corporations only

For each constituent stock corporation, state:

| Name of corporation | Designation and number of outstanding shares in each class or series | Indicate class or series of shares entitled to vote | Indicate class or series entitled to vote as a class |
|------------------------------------|--|---|--|
| HarleyEllis Corporation | Class A - 160,050 Class B - 29,809 | Class A | Class A |
| Fields & Devereaux Architects, AIA | Class A - 101,382 Class B - 7,778.89 | Class A | Class A |

If the number of shares is subject to change prior to the effective date of the merger or consolidation, the manner in which the change may occur is as follows:

The manner and basis of converting shares are as follows:

(See attached)

The amendments to the Articles, or a restatement of the Articles, of the surviving corporation to be effected by the merger are as follows:

See attached Restated Articles of Incorporation.

The Plan of Merger will be furnished by the surviving profit corporation, on request and without cost, to any shareholder of any constituent profit corporation.

The merger is permitted by the state or country under whose law it is incorporated and each foreign corporation has complied with that law in effecting the merger.

(Complete either Section (a) or (b) for each corporation)

a) The Plan of Merger was approved by the majority consent of the incorporators of _____ a Michigan corporation which has not commenced business, has not issued any shares, and has not elected a Board of Directors.

(Signature of Incorporator)

(Type or Print Name)

(Signature of Incorporator)

(Type or Print Name)

(Signature of Incorporator)

(Type or Print Name)

(Signature of Incorporator)

(Type or Print Name)

b) The plan of merger was approved by:

the Board of Directors of _____, the surviving Michigan corporation, without approval of the shareholders in accordance with Section 703a of the Act.

the Board of Directors and the shareholders of the following Michigan corporation(s) in accordance with Section 703a of the Act.

HarleyEllis Corporation

By

(Signature of Authorized Officer or Agent)

Dennis M. King

(Type or print name)
HarleyEllis Corporation

(Name of Corporation)

By

(Signature of Authorized Officer or Agent)

J. Peter Devereaux

(Type or print name)
Fields & Devereaux Architects, AIA

(Name of Corporation)

ATTACHMENT TO CERTIFICATE OF MERGER

HARLEYELLIS CORPORATION
and
FIELDS & DEVEREAUX ARCHITECTS, A.I.A.

The manner and basis of converting shares are as follows:

As to Class A stock:

Each share of Fields & Devereaux Class A stock shall be exchanged for 0.0242 shares of Harley Ellis Devereaux Class A stock, as of the Effective Date. Upon the issuance of the final 2005 year end financial statements of each company, but no later than March 31, 2006, such exchange ratio shall be adjusted, if so required, in the following manner: The final GAAP-based "Adjusted Net Book Value" of Fields & Devereaux will be multiplied by a factor equal to "Computed Value of [HarleyEllis] Stockholders' Equity" divided by the "Adjusted Net Book Value [of HarleyEllis]", both as established from the Plante & Moran (HarleyEllis's certified public accounting firm) issued HarleyEllis Computation of Stated Value of Class A Common Shares Outstanding, dated December 31, 2005. Such resulting Fields & Devereaux Class A share value shall then be converted into an equal value of Harley Ellis Devereaux Class A shares, as of the Effective Date, but in no event shall the value of Fields & Devereaux Class A stock be less than \$1.00 per share.

As to Class B stock:

Each share of Fields & Devereaux Class B stock shall be exchanged for 0.0266 shares of Harley Ellis Devereaux Class B stock, as of the Effective Date. Upon the issuance of the final 2005 year end financial statements of each company, but no later than March 31, 2006, such exchange ratio, shall be adjusted, if so required, in the following manner: The Class B share value of Fields & Devereaux shall equal ninety percent (90%) of the Fields & Devereaux Class A share value as computed above. The Class B share value of HarleyEllis shall equal the Net Book Value, as used for the calculation of HarleyEllis Class B stock value, of HarleyEllis divided by the total of all issued and outstanding shares of common stock of HarleyEllis as of the Effective Date. Such resulting Fields & Devereaux Class B share value shall then be converted into an equal value of Harley Ellis Devereaux Class B shares, as of the Effective Date, but in no event shall the value of Fields & Devereaux Class B stock be less than \$0.90 per share.

| | | |
|---|--|--|
| MICHIGAN DEPARTMENT OF LABOR & ECONOMIC GROWTH BUREAU OF COMMERCIAL SERVICES | | |
| Date Received | (FOR BUREAU USE ONLY) | |
| DEC 27 2005 | This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document. | |
| Name Michael T. Lynch | | |
| Address 26913 Northwestern Hwy., Suite 200 | | |
| City Southfield, Michigan | State Michigan | ZIP Code 48034-3476 |
| | | Effective Date: <i>January 1, 2006</i> |

Document will be returned to the name and address you enter above. If left blank document will be mailed to the registered office.

RESTATED ARTICLES OF INCORPORATION

For use by Domestic Profit Corporations

(Please read information and instructions on the last page)

Pursuant to the provisions of Act 284, Public Acts of 1972, the undersigned corporation executes the following Articles:

| | |
|---|--|
| 1. The present name of the corporation is: | HarleyEllis Corporation |
| 2. The identification number assigned by the Bureau is: | 312 564 |
| 3. All former names of the corporation are: | Harley Ellington Pierce Yee Associates, Inc. |
| 4. The date of filing the original Articles of Incorporation was: | February 28, 1986 |

The following Restated Articles of Incorporation supersede the Article of Incorporation as amended and shall be the Articles of Incorporation for the corporation:

ARTICLE I

| | |
|---------------------------------|------------------------------------|
| The name of the corporation is: | Harley Ellis Devereaux Corporation |
|---------------------------------|------------------------------------|

ARTICLE II

| | |
|--|--|
| The purpose or purposes for which the corporation is formed are: | To engage in any activity within the purposes for which corporations may be organized under the Michigan Business Corporation Act. |
|--|--|

50 MC/PB 189257

ARTICLE III

The total authorized shares: Class A – 300,000; Class B – 100,000;

Common Shares Class C – 10,000 Preferred shares _____

A statement of all or any of the relative rights, preferences and limitations of the shares of each class is as follows:

See attached Article III.

ARTICLE IV

1. The address of the registered office is:

26913 Northwestern Hwy., Suite 200, Southfield , Michigan 48034-3476
(Street Address) (City) (ZIP Code)

2. The mailing address of the registered office, if different than above:

_____, Michigan _____
(Street Address or P.O. Box) (City) (ZIP Code)

3. The name of the resident agent: John R. Lydic

ARTICLE V (Optional. Delete if not applicable)

~~When a compromise or arrangement or a plan of reorganization of this corporation is proposed between this corporation and its creditors or any class of them or between this corporation and its shareholders or any class of them, a court of equity jurisdiction within the state, on application of this corporation or of a creditor or shareholder thereof, or an application of a receiver appointed for the corporation, may order a meeting of the creditors or class of creditors or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or reorganization, to be summoned in such manner as the court directs. If a majority in number representing 3/4 in value of the creditors or class of creditors, or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or a reorganization, agree to a compromise or arrangement or a reorganization of this corporation as a consequence of the compromise or arrangement, the compromise or arrangement and the reorganization, if sanctioned by the court to which the application has been made, shall be binding on all the creditors or class of creditors, or on all the shareholders or class of shareholders and also on this corporation.~~

ARTICLE VI (Optional. Delete if not applicable)

Any action required or permitted by the Act to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice, and without a vote, if consents in writing, setting forth the action so taken, are signed by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all shares entitled to vote on the action were present and voted. A written consent shall bear the date of signature of the shareholder who signs the consent. Written consents are not effective to take corporate action unless within 60 days after the record date for determining shareholders entitled to express consent to or to dissent from a proposal without a meeting, written consents dated not more than 10 days before the record date and signed by a sufficient number of shareholders to take the action are delivered to the corporation. Delivery shall be to the corporation's registered office, its principal place of business, or an officer or agent of the corporation having custody of the minutes of the proceedings of its shareholders. Delivery made to a corporation's registered office shall be by hand or by certified or registered mail, return receipt requested.

Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to shareholders who would have been entitled to notice of the shareholder meeting if the action had been taken at a meeting and who have not consented to the action in writing. An electronic transmission consenting to an action must comply with Section 407(3).

ARTICLE VI (Additional provisions, if any, may be inserted here; attach additional pages if needed.)

The effective date of these Restated Articles of Incorporation shall be January 1, 2006.

See attached additional provisions.

5. COMPLETE SECTION (a) IF THE RESTATED ARTICLES WERE ADOPTED BY THE UNANIMOUS CONSENT OF THE INCORPORATOR(S) BEFORE THE FIRST MEETING OF THE BOARD OF DIRECTORS; OTHERWISE, COMPLETE SECTION (b). DO NOT COMPLETE BOTH.

a. These Restated Articles of Incorporation were duly adopted on the _____ day of _____, _____, in accordance with the provisions of Section 642 of the Act by the unanimous consent of the incorporator(s) before the first meeting of the Board of Directors.

Signed this _____ day of _____, _____

(Signatures of Incorporators; Type or Print Name Under Each Signature)

b. These Restated Articles of Incorporation were duly adopted on the 22nd day of December, 2005, in accordance with the provisions of Section 642 of the Act and: (check one of the following)

were duly adopted by the Board of Directors without a vote of the shareholders. These Restated Articles of Incorporation only restate and integrate and do not further amend the provisions of the Articles of Incorporation as heretofore amended and there is no material discrepancy between those provisions and the provisions of these Restated Articles.

were duly adopted by the shareholders. The necessary number of shares as required by statute were voted in favor of these Restated Articles.

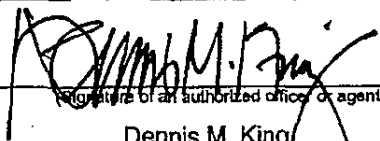
were duly adopted by the written consent of the shareholders having not less than the minimum number of votes required by statute in accordance with Section 407(1) of the Act. Written notice to shareholders who have not consented in writing has been given. (Note: Written consent by less than all of the shareholders is permitted only if such provision appears in the Articles of Incorporation.)

were duly adopted by the written consent of all the shareholders entitled to vote in accordance with section 407(2) of the Act.

by consents given by electronic transmissions in accordance with Section 407(3).

Signed this 22nd day of December, 2005

By _____
(Signature of an authorized officer or agent)



Dennis M. King

(Type or Print Name)

**RESTATED ARTICLES OF INCORPORATION
HARLEY ELLIS DEVEREAUX CORPORATION**

ARTICLE III

A statement of any or all of the relative rights, preferences and limitations of the shares of each class is as follows:

The capital stock of the company shall be divided into (a) 300,000 non-assessable shares of Class A common stock; (b) 100,000 non-assessable shares of non-voting Class B common stock; and (c) 10,000 non-assessable shares of non-voting Class C common stock. The Company shall have no preferred shares of capital stock.

With respect to voting powers, except as otherwise required by the Michigan Business Corporation Act, the holders of Class A common stock shall possess all voting powers for all purposes, including, by way of illustration and not limitation, the election of directors. The holders of Class B and Class C common stock shall have no voting power whatsoever. No holder of Class B or Class C common stock shall vote on or otherwise participate in any proceedings in which action shall be taken by the Company or the stockholders thereof or be entitled to notification as to any meeting of the Board of Directors or the Class A stockholders.

**RESTATED ARTICLES OF INCORPORATION
HARLEY ELLIS DEVEREAUX CORPORATION**

ARTICLE VII

No Director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for any action taken or any failure to take action as a director, except for liability for any of the following:

- (a) The amount of a financial benefit received by a director to which he or she is not entitled;
- (b) Intentional infliction of harm on the corporation or the shareholders;
- (c) A violation of Section 551(1) of the Michigan Business Corporation Act;
- (d) An intentional criminal act.

If the Michigan Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Michigan Business Corporation Act, as so amended. Any repeal, modification or adoption of any provisions in these Restated Articles of Incorporation inconsistent with the Article shall not adversely affect any right or protection of a director of the corporation existing at the time of the repeal, modification or adoption for or with respect to any act or omission occurring prior to the time of such repeal, modification or adoption.