

F04000000970

(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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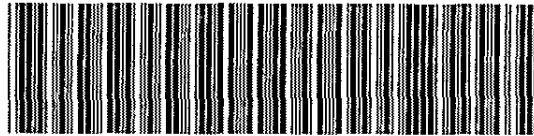
(Business Entity Name)

(Document Number)

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APPROVED
AND
FILED

07 SEP -10 PM 12:27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N. C.

G. Gouffette SEP 10 2007

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Ruby & Associates, P.C.
(Name of Corporation)

DOCUMENT NUMBER: F04000000970

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Tricia S. Huneke
(Name of Contact Person)

Ruby + Associates, Inc.
(Firm/Company)

30445 Northwestern Hwy, Ste. 310
(Address)

Farmington Hills, MI 48334
(City/State and Zip Code)

For further information concerning this matter, please call:

Tricia Huneke at (248) 865-8855
(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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 16, 2007

TRICIA S. HUNEKE
RUBY + ASSOCIATES, INC.
30445 NORTHWESTERN HWY., STE. 310
FARMINGTON HILLS, MI 48334

SUBJECT: RUBY & ASSOCIATES, P.C.
Ref. Number: F04000000970

RECEIVED
2007 SEP 10 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for RUBY & ASSOCIATES, P.C. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

A certificate or a document of similar import evidencing the amendment must be submitted with the application. The certificate should be authenticated as of a date 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 the records in the jurisdiction under the laws of which it is incorporated, formed, or organized. A translation of the certificate, under oath or affirmation of the translator, must be attached to a certificate which is not in English.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 507A00049997

(Pursuant to s. 607.1504, F.S.)

SECTION I

(Document number of corporation (if known))

1. Ruby & Associates, PC
(Name of corporation as it appears on the records of the Department of State)

SECTION II

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? May 4, 2007

5. Ruby + Associates, Inc.
(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)

(Typed or printed name of person signing)

(Title of person signing)

APPROVED
AND
FILED

07 SEP - 10 PM 12:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Michigan Department of Labor & Economic Growth

Filing Endorsement

***This is to Certify that the RESTATED ARTICLES OF INCORPORATION - PROFIT
for***

RUBY + ASSOCIATES, INC.

ID NUMBER: 080077

***received by facsimile transmission on May 4, 2007 is hereby endorsed
Filed on May 8, 2007 by the Administrator.***

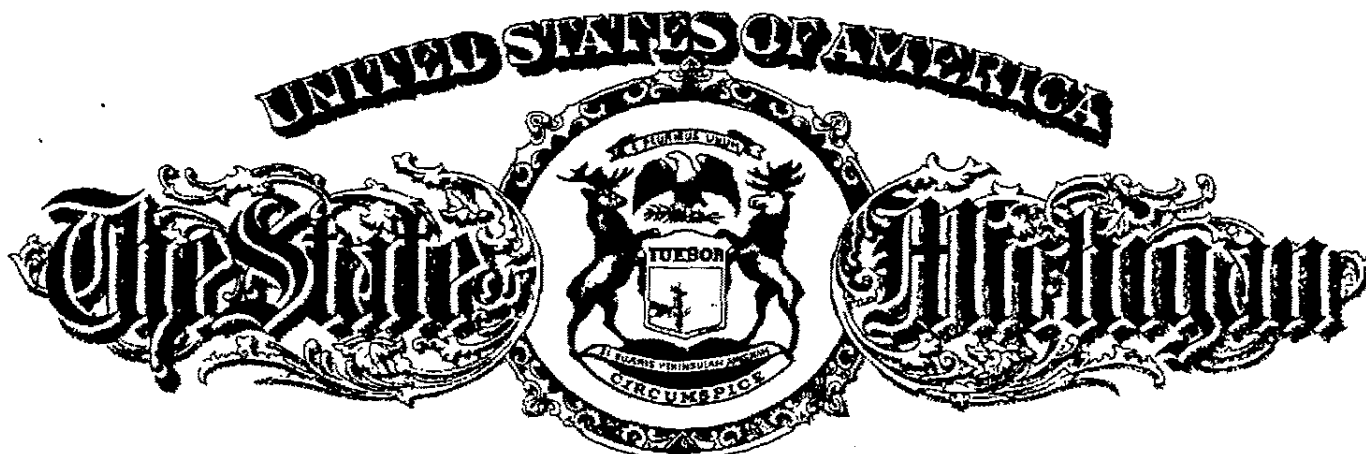
***The document is effective on the date filed, unless a
subsequent effective date within 90 days after
received date is stated in the document.***



***In testimony whereof, I have hereunto set my
hand and affixed the Seal of the Department,
in the City of Lansing, this 8TH day
of May, 2007.***

, Director

Bureau of Commercial Services

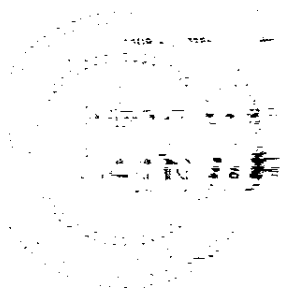


Michigan Department of Labor & Economic Growth

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 30th day of August, 2007

Andrew J. Mitchell, Director

Bureau of Commercial Services

Michigan Department of Labor & Economic Growth

Filing Endorsement

This is to Certify that the RESTATED ARTICLES OF INCORPORATION - PROFIT

for

RUBY + ASSOCIATES, INC.

ID NUMBER: 080077

received by facsimile transmission on May 4, 2007 is hereby endorsed

Filed on May 8, 2007 by the Administrator.

The document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 8TH day of May, 2007.



, Director

Bureau of Commercial Services



BC500-31-0a (Rev. 12/03)

MICHIGAN DEPARTMENT OF LABOR & ECONOMIC GROWTH BUREAU OF COMMERCIAL SERVICES	
Date Received	(FOR BUREAU USE ONLY)
	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 Stewart C. W. Weiner, Esq.	
Address 28400 Northwestern Highway, Third Floor	
City Southfield, MI 48034	State ZIP Code
Effective Date:	

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:	<u>RUBY + ASSOCIATES, P.C.</u>
2. The identification number assigned by the Bureau is:	<u>080077</u>
3. All former names of the corporation are:	<u>N/A</u>
4. The date of filing the original Articles of Incorporation was:	<u>November 6, 1984</u>

The following Restated Articles of Incorporation supersede the Articles of Incorporation as amended and shall be the Articles of Incorporation for the corporation and are filed for the purpose of changing from a Professional Service Corporation subject to Act 192, P.A. of 1962, as amended to a Business Corporation subject to Act 284, P.A. of 1972, as amended.

ARTICLE IThe name of the corporation is: RUBY + ASSOCIATES, INC.**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 formed under the Business Corporation Act of Michigan.

BCS/CORP/STK (Rev. 12/05)

ARTICLE III

The total authorized shares:

Common Shares 50,000 Preferred shares _____

A statement of all or any of the relative rights, preferences and limitations of the shares of each class is as follows:
 Each share is entitled to one vote on all matters submitted to the shareholders of the Corporation. There is only one class of shares, and each share shall have all of the same rights and preferences as each other share.

ARTICLE IV

1. The address of the registered office is:

30445 Northwestern Highway, Suite 310, Farmington Hills, Michigan 48334
(Street Address) (City) (ZIP Code)

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

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

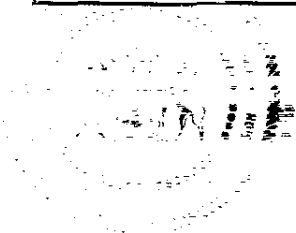
3. The name of the resident agent is: E. JAY RUBY**ARTICLE V (Optional. Delete if not applicable)**

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 $\frac{3}{4}$ 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).



BCS/CD-110e (Rev. 12/05)

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

See ARTICLE VII attached hereto and made a part hereof.

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 4th day of May, 2007, in accordance with the provisions of Section 642 of the Act and: (check one of the following)

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

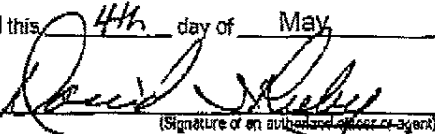
☐ were duly adopted by the written consent of the shareholders having not less than the minimum number of votes required by statute in accordance with Section 407(1) of the Act. Written notice to shareholders who have not consented in writing has been given. (Note: Written consent by less than all of 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 4th day of May, 2007

By



(Signature of an authorized officer or agent)

DAVID I. RUBY, President

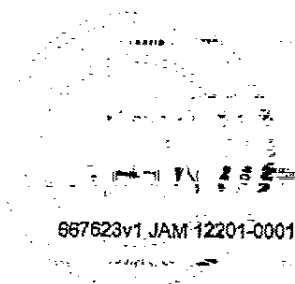
(Type or Print Name)

**ATTACHMENT TO
RESTATED ARTICLES OF INCORPORATION
OF
RUBY + ASSOCIATES, INC.**

ARTICLE VII

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of the director's fiduciary duty, unless such liability arises out of any of the following:

- (1) A breach of the director's duty of loyalty to the Corporation or its shareholders;
- (2) Acts or omissions not in good faith or that involve intentional misconduct or knowing violation of law;
- (3) A violation of Section 551(1) of the Michigan Business Corporation Act in effect on the date hereof; or
- (4) Any transaction from which the director derives an improper personal benefit.



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05/04/2007 2:44PM