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COVER LETTER

TO: Amendment Section Division of Corporations	
SUBJECT: SMITH DOLLAR, A P	PROFESSIONAL CORPORATION of Corporation
DOCUMENT NUMBER:	FL12000002615
The enclosed Amendment and fee are subn	nitted for filing.
Please return all correspondence concerning	g this matter to the following:
Sheila Force Name of Contact Person	
Smith Dollar, PC Firm/Company	
404 Mendocino Avenue, 2nd Address	Floor
Santa Rosa, CA 95401 City/State and Zip Code	
sforce@smithdollar.e E-mail address: (to be used for future ann	com ual report notification)
For further information concerning this ma	itter, please call:
Stephanie Blair, Esq. Name of Contact Person	at (<u>707</u>) <u>522-1100</u> Area Code & Daytime Telephone Number
Enclosed is a check for the following amou	unt:
\$35.00 Filing Fee Certificate of State	
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.)

(1-3 M	SECTION I IUST BE COMPLETED)	7
	.12000002615	
(Document no	umber of corporation (if known)	31 A
	a Professional Corporation	
(Name of corporation as it ap	pears on the records of the Department of	State)
2. California	3 Jui	ne 22, 2012 do business in Florida)
(Incorporated under laws of)	(Date authorized to	do business in Florida)
(4-7 COMPLETE O	SECTION II ONLY THE APPLICABLE CHANGES)	
(4-7 COMILETE O	NLI THE AFFLICABLE CHANGES)	
4. If the amendment changes the name of the corpo		ted under the laws of
its jurisdiction of incorporation?Ju	ne 29, 2012	
5S	Smith Dollar, PC	
5. Name of corporation after the amendment, additional appropriate abbreviation, if not contained in no	ng suffix "corporation," "compan w name of the corporation)	y," or "incorporated," or
(If new name is unavailable in Florida, enter alte business in Florida)	rnate corporate name adopted for t	he purpose of transacting
6. If the amendment changes the period of duration	n, indicate new period of duration.	
7.164	(New duration)	
7. If the amendment changes the jurisdiction of inc	orporation, indicate new jurisdiction	on.
	(New jurisdiction)	
 Attached is a certificate or document of similar in 90 days prior to delivery of the application to the having custody of corporato regards in the purish 	import, evidencing the amendment e Department of State, by the Secretary period under the laws of which it is	, authenticated not more than etary of State or other official s incorporated.
(Signature of a director, president or other officer of a receiver or other court appointed fiduciary, b	if in the hands ty that fiduciary)	
Glenn M. Smith	Vice Pre	
(Typed or printed name of person signing)	(Title of pers	son signing)

RESTATED ARTICLES OF INCORPORATION OF SMITH DOLLAR, A PROFESSIONAL CORPORATION

ENDORSED - FILED in the office of the Secretary of State of the State of California

JUN 29 2012

The undersigned certify that:

- 1. They are the President and the Secretary, respectively, of Smith Dollar, a Professional Corporation, a California professional corporation.
- 2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

ARTICLE 1

This name of this corporation is Smith Dollar, PC.

ARTICLE II

The purpose of the corporation is to engage in the profession of the practice of law and any other lawful activities (other than the banking business or the trust company business) not prohibited to a corporation engaging in such profession by applicable laws and regulations. This corporation is a professional corporation within the meaning of California Corporations Code section 13400 et seq.

ARTICLE III

- (a) This corporation is authorized to issue two classes of shares to be designated respectively "Common" shares and "Series B Non-Voting" shares. The number of authorized Common shares is 10,000, and the number of authorized Series B Non-Voting shares is 1,000.
- (b) Except as expressly required by law, the Series B Non-Voting shareholders shall have no voting rights. In all other respects, the rights and privileges of the Series B Non-Voting shareholders shall be the same as the Common stock shareholders.
- (c) The rights and privileges of the Common stock shareholders shall remain unchanged by this Restated Articles of Incorporation, nor shall the number of Common shares issued to and held by each Common stock shareholder be changed hereby.

ARTICLE IV

A shareholder of this corporation must be licensed and entitled to practice law. The shares of this corporation must be owned only by the corporation or a shareholder. The shares of a deceased shareholder must be sold or transferred to the corporation or its shareholders within six months and one day following the date of death.

ARTICLE V

The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under California law. Unless applicable law otherwise provides, any amendment, repeal or modification of this Article V shall not adversely affect any right of any director under this Article V that existed at or prior to the time of such amendment, modification or repeal.

ARTICLE VI

The corporation is authorized to provide indemnification of agents (as defined in Section 317 of the California Corporations Code) through bylaw provisions, agreements with agents, vote of shareholders or disinterested directors or otherwise, in excess of the indemnification otherwise permitted by Section 317 of the California Corporations Code, subject only to the applicable limits on such excess indemnification set forth in Section 204 of the California Corporations Code. Unless applicable law otherwise provides, any amendment, modification or repeal of any provision of this Article VI shall not adversely affect any contract or other right to indemnification of any agent of the corporation that existed at or prior to the time of such amendment, modification or repeal.

- The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the board of directors.
- The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902, California Corporations Code. The total number of outstanding shares of the corporation is 3,000. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

 $\frac{6/29/12}{\text{Date}}$

Rachel Dollar, President

Glenn Smith, Secretary



I hereby certify that the foregoing transcript of page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

JUL 02 2012

Date:

Jehre Bowen DEBRA BOWEN, Secretary of States