

F12000002615

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

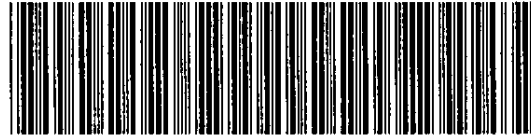
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



900237819009

07/31/12--01012--006 **43.75

FILED
12 JUL 31 AM 11:49
TALLAHASSEE, FLORIDA

AUG 1 2012

C. MUSTAIN

NC
*CC

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: SMITH DOLLAR, A PROFESSIONAL CORPORATION
Name of Corporation

DOCUMENT NUMBER: FL12000002615

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Sheila Force
Name of Contact Person

Smith Dollar, PC
Firm/Company

404 Mendocino Avenue, 2nd Floor
Address

Santa Rosa, CA 95401
City/State and Zip Code

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

For further information concerning this matter, please call:

Stephanie Blair, Esq. at (707) 522-1100
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

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

FL12000002615

FILED
12 JUL 31 AM 11:49
FBI - NEW YORK

Vice President
(Title of person signing)

A0729648

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 I

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.

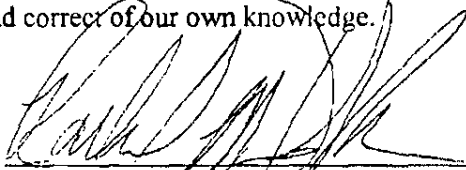
3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the board of directors.

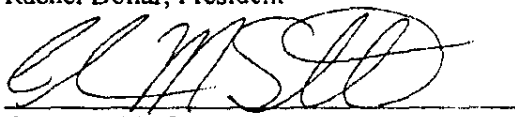
4. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902, California Corporations Code. The total number of outstanding shares of the corporation is 3,000. The number of shares voting in favor of 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.

6/29/12
Date

6/29/12
Date


Rachel Dollar, President


Glenn Smith, Secretary



I hereby certify that the foregoing
transcript of 2 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: _____

Debra Bowen
DEBRA BOWEN, Secretary of State