

F190000002550

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

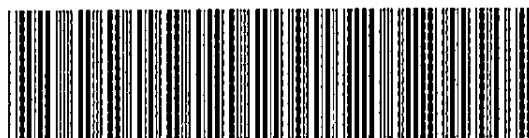
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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W23-46000

NIC Amend

FILE
2023 APR -4 AM 7:55
CLERK OF STATE
TOLSON, MISSOURI

A. RAMSEY

APR -7 2023

* 02250, 00524, 00671

CT CORP

3458 Lakeshore Drive, Tallahassee, FL 32312
850-656-4724

Date: 04/04/2023

Acc#120160000072

W: C D W

Name:	Maynard, Cooper, & Gale, P.C.
Document #:	
Order #:	14867729

Certified Copy of Arts & Amend:	<input type="checkbox"/>		
Plain Copy:	<input type="checkbox"/>		
Certificate of Good Standing:	<input type="checkbox"/>		
Certified Copy of	<input type="checkbox"/>		
Apostille/Notarial Certification:	<input type="checkbox"/>	Country of Destination:	
		Number of Certs:	

Filing: <input checked="" type="checkbox"/>	Certified: <input checked="" type="checkbox"/>
	Plain: <input type="checkbox"/>
	COGS: <input type="checkbox"/>

Email Address for Annual Report Notifications:

--

Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____
Ref# _____

Amount: \$ 43.75

Thank you!

COVER LETTER

TO: Amendment Section Division of Corporations

SUBJECT: Maynard, Cooper & Gale, P.C.

Name of Corporation

DOCUMENT NUMBER: F19000002550

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Melissa Childers

Name of Contact Person

Maynard Nexsen PC

Firm/Company

1901 Sixth Avenue North

Address

Birmingham, AL 35203

City/State and Zip Code

mchilders@maynardnexsen.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Melissa Childers

at (205) 488-3612

Name of Contact Person

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☒ \$43.75 Filing Fee &
Certified Copy

☐ \$52.50 Filing Fee,
Certificate of Status &
Certified Copy

Mailing Address:

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

Street Address:

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 5, 2023

CT CORP

TALLAHASSEE, FL 32312

SUBJECT: MAYNARD, COOPER & GALE, P.C. CORPORATION
Ref. Number: F19000002550

CORRECTED
Please Allow For
Same File Date

We have received your document for MAYNARD, COOPER & GALE, P.C. CORPORATION and the authorization to debit your account in the amount of \$43.75. However, the document has not been filed and is being returned for the following:

Please add a corporate suffix to the new name such as Inc, Incorporate, Corp or Corporation. PC is not an acceptable suffix in Florida.

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) 245-6050.

Annette Ramsey
OPS

Letter Number: 123A00007707

RECEIVED

2023 APR -6 AM 10:12

ALL INFORMATION CONTAINED HEREIN IS UNCLASSIFIED

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)

F19000002550

(Document number of corporation (if known))

1. Maynard, Cooper & Gale, P.C. Corporation

(Name of corporation as it appears on the records of the Department of State)

2. Alabama

(Incorporated under laws of)

3. 05/29/2019

(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? 04/01/2023

5. Maynard Nexsen PC 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. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent _____

(Florida street address)

New Registered Office Address: _____, Florida _____
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

RECEIVED
SECRETARY OF STATE
2023 APR - 4 AM 7:55
FILED

9. If the amendment changes person, title or capacity in accordance with 607.1504 (4), indicate that change:

<u>Title/ Capacity</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

10. 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)

Jeffrey M. Grantham
 (Typed or printed name of person signing)

CEO
 (Title of person signing)

FILING FEE \$35.00

Wes Allen
Secretary of State

P. O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

**I, Wes Allen, Secretary of State of Alabama, having custody of the
Great and Principal Seal of said State, do hereby certify that**

as appears on file and of record in this office, the pages hereto attached, contain a
true, accurate, and literal copy of the Restated Articles filed on behalf of Maynard
Nexsen PC, as received and filed in the Office of the Secretary of State on
03/30/2023.



20230403000001438

In Testimony Whereof, I have hereunto set my
hand and affixed the Great Seal of the State, at the
Capitol, in the city of Montgomery, on this day.

04/03/2023

Date

A handwritten signature in black ink, appearing to read 'Wes Allen', is written over a horizontal line.

Wes Allen

Secretary of State

**CERTIFICATE OF AMENDMENT AND RESTATEMENT TO THE
ARTICLES OF INCORPORATION
OF
MAYNARD, COOPER & GALE, P.C.**

Pursuant to the provisions of Sections 10A-2A-10.01 through 10A-2A-10.09 of the Alabama Business Corporation Law, as amended, (the "ABCL"), the undersigned professional corporation adopts the following Certificate of Amendment to its Articles of Incorporation:

FIRST: The name of the professional corporation is Maynard, Cooper & Gale, P.C., which name will be changed in connection with this filing to Maynard Nexsen PC (the "Professional Corporation"). The Alabama Entity ID Number of the Professional Corporation is 000-096-019.

SECOND: The Amended and Restated Certificate of Incorporation of the Professional Corporation, attached hereto as Exhibit A and incorporated herein by this reference and which consolidates all amendments into a single document, is adopted as the certificate of incorporation of the Professional Corporation as of April 1, 2023.

THIRD: The Amended and Restated Certificate of Incorporation was duly adopted by the Board of Directors of the Professional Corporation pursuant to an action by written consent dated as of December 27, 2022, and was duly approved by the shareholders of the Professional Corporation pursuant to an action by written consent dated as of December 29, 2022, all in accordance with the ABCL and the Articles of Incorporation of the Professional Corporation.

FOURTH: The Amended and Restated Certificate of Incorporation amends and restates and supersedes the original Articles of Incorporation of the Professional Corporation and all amendments thereto.

(signature page follows)

RECEIVED DATE

MAR 30 2023 *DD*

SECRETARY OF STATE
OF ALABAMA

Alabama
Sec. Of State

Entity Change
000-096-019 DPC
Date 3/30/2023
Time 17:00
230331 10 Pg


File \$100.00
County \$.00
Total \$100.00
07/007

IN WITNESS WHEREOF, the Professional Corporation has caused this Certificate of Amendment and Restatement to the Articles of Incorporation of the Professional Corporation to be executed in its name and on its behalf on March 30, 2023, with an effective date of April 1, 2023.

PROFESSIONAL CORPORATION:

MAYNARD, COOPER & GALE, P.C.
an Alabama professional corporation

By:



Jeffrey M. Grantham
President

This instrument was prepared by:

Matthew A. Aiken
Maynard, Cooper & Gale, P.C.
1901 Sixth Avenue North
Suite 1700
Birmingham, AL 35203
(205) 254-1000

EXHIBIT A

Amended and Restated Certificate of Incorporation

(see attached)

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
MAYNARD NEXSEN PC

Alabama Sec. Of State	Entity Change 000-096-019 DPC	File \$100.00
Date 3/30/2023	Time 17:00	County \$1.00
230331 10 Pg		Total \$100.00
		07/007

Pursuant to the applicable provisions of the Alabama Business and Nonprofit Entities Code, ALA. CODE §§ 10A-1-1.01 *et seq.*, including the Alabama Business Corporation Law and the Alabama Professional Corporation Law (collectively, the "Business Code"), the undersigned does hereby sign and adopt this Amended and Restated Certificate of Incorporation.

ARTICLE 1
NAME

The name of the Professional Corporation shall be "Maynard Nexsen PC".

ARTICLE 2
AUTHORIZED SHARES

The aggregate number of shares of capital stock that the Professional Corporation shall have authority to issue shall be 500,000 shares of common stock, par value \$0.01 per share.

ARTICLE 3
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Professional Corporation's current registered office in the State of Alabama is 2 N. Jackson Street, #605, Montgomery, Alabama 36104. The Professional Corporation's current registered agent at such office is CT Corporation.

ARTICLE 4
PURPOSES

The Professional Corporation was incorporated under the Alabama Professional Corporation Law for the purposes of rendering legal services and services ancillary thereto, and for any other purposes permitted by the Alabama Professional Corporation Law, and to exercise all powers permitted by the Alabama Professional Corporation Law.

ARTICLE 5
INDEMNIFICATION

5.1 As used in this Article 5, the following terms shall have the following meanings:

(a) "Director" or "officer" means an individual who is or was a director or officer, respectively, of the Professional Corporation or who, while a director or officer of the Professional Corporation, is or was serving at the Professional Corporation's request as a director, officer, manager, member, partner, trustee, employee, or agent of another entity or employee benefit plan.

(b) **"Liability"** means the obligation to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to an employee benefit plan), or expenses incurred with respect to a Proceeding.

(c) **"Official Capacity"** means: (i) when used with respect to a director, the office of director in the Professional Corporation; (ii) when used with respect to an officer, the office in the Professional Corporation held by such person; and (iii) with respect to an employee or agent, the employment or agency relationship undertaken by the employee or agent on behalf of the Professional Corporation. **"Official Capacity"** does not include service for any other corporation or foreign corporation or any joint venture, trust, employee benefit plan, or other entity.

(d) **"Party"** means an individual who was, is, or is threatened to be made, a defendant or respondent in a Proceeding.

(e) **"Proceeding"** means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitral, or investigative and whether formal or informal.

(f) **"Qualified Director"** means a director who, at the time action is to be taken under Section 5.5, (i) is not a party to the Proceeding or (ii) with respect to a Proceeding by or in the right of the Professional Corporation, does not have (A) a Material Interest in the outcome of the Proceeding, or (B) a Material Relationship with a person who has such an interest. **"Material Interest"** means an actual or potential benefit or detriment (other than one which would devolve on the Professional Corporation or the stockholders generally) that would reasonably be expected to impair the objectivity of the director's judgment when participating in the action to be taken. **"Material Relationship"** means a familial, financial, professional, employment or other relationship that would reasonably be expected to impair the objectivity of the director's judgment when participating in the action to be taken.

5.2 (a) Except as provided in Section 5.2(d), the Professional Corporation (which term, for purposes of this Article 5, includes any domestic or foreign predecessor entity (or parent of such predecessor, but only with respect to Liabilities arising out of actions or omissions occurring prior to cessation of such predecessor's existence) of the Professional Corporation in a merger or other transaction in which the predecessor's existence ceased upon consummation of the transaction) shall indemnify an individual who is or was a director, officer, employee or agent of the Professional Corporation or an individual who, while a director, officer, employee or agent of the Professional Corporation, is or was serving at the Professional Corporation's request as a director, officer, manager, member, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise (an **"Indemnitee,"** which term includes, unless the context requires otherwise, the estate or personal representative of such individual) who was, is or has threatened to be made a Party in any Proceeding because he or she is or was a director, officer, employee or agent of the Professional Corporation or, while a director, officer, employee or agent of the Professional Corporation, is or was serving at the Professional Corporation's request as a director, officer, manager, member, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against the obligation to pay a Liability incurred in the Proceeding if:

(1) the Indemnitee acted in good faith; and

(2) the Indemnitee reasonably believed:

(i) in the case of conduct in his or her Official Capacity, that the conduct was in the Professional Corporation's best interest; and

(ii) in all other cases, that the conduct was at least not opposed to the Professional Corporation's best interest; and

(3) in case of any criminal Proceeding, the Indemnitee had no reasonable cause to believe his or her conduct was unlawful.

(b) An Indemnitee is considered to be serving an employee benefit plan at the Professional Corporation's request if his or her duties to the Professional Corporation also impose duties on, or otherwise involve services by, the Indemnitee to the plan or to participants in or beneficiaries of the plan. An Indemnitee's conduct with respect to an employee benefit plan for a purpose he or she reasonably believed to be in the interests of the participants in, and beneficiaries of, the plan is conduct that satisfies the requirement of Section 5.2(a)(2)(ii).

(c) The termination of a Proceeding by judgment, order, settlement, or conviction, or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the Indemnitee did not meet the standard of conduct described in this section.

(d) The Professional Corporation shall not indemnify an Indemnitee under this section:

(1) in connection with a Proceeding by or in the right of the Professional Corporation in which the Indemnitee was adjudged liable to the Professional Corporation; or

(2) in connection with any other Proceeding charging improper personal benefit to the Indemnitee, whether or not involving action in his or her Official Capacity, in which the Indemnitee was adjudged liable on the basis that personal benefit was improperly received by him or her.

(e) Indemnification permitted under this section in connection with a Proceeding by or in the right of the Professional Corporation is limited to reasonable expenses, including counsel fees, incurred in connection with the Proceeding.

5.3 The Professional Corporation shall indemnify an Indemnitee who was wholly successful, on the merits or otherwise, in the defense of any Proceeding where he or she was a Party because he or she is or was a director, officer, employee or agent of the Professional Corporation or, while a director, officer, employee or agent of the Professional Corporation, is or was serving at the Professional Corporation's request as a director, officer, manager, member, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against reasonable expenses, including counsel fees, incurred in connection therewith, notwithstanding that he or she was not successful on any other claim, issue or matter in any such Proceeding.

5.4 (a) The Professional Corporation may pay for or reimburse the reasonable expenses, including counsel fees, incurred by an Indemnitee who was a party to a Proceeding in advance of final disposition of the Proceeding if the Indemnitee furnishes the Professional Corporation a written undertaking, executed personally or on the Indemnitee's behalf, to repay the advance if it is ultimately determined that the Indemnitee did not meet the standard of conduct, or is not otherwise entitled to indemnification under Section 5.2(d), unless indemnification is approved by the court under the provisions of the Business Code.

(b) The undertaking required by 5.4(a) above must be an unlimited general obligation of the Indemnitee but need not be secured and may be accepted without reference to financial ability to make repayment.

(c) Determinations and authorizations of payment under this section shall be made in the manner specified in Section 5.5 below.

5.5 (a) The Professional Corporation may not indemnify an Indemnitee under Section 5.2 above unless authorized in the specific case after a determination has been made that indemnification of the Indemnitee is permissible in the circumstances because the Indemnitee has met the standard of conduct set forth in Section 5.2 above.

(b) The determination shall be made:

(1) if there are two or more Qualified Directors, by the Board of Directors by a majority vote of all the Qualified Directors (a majority of whom shall for that purpose constitute a quorum), or by a majority of the members of a committee of two or more Qualified Directors appointed by a majority vote of Qualified Directors;

(2) by special legal counsel:

(i) selected in the manner prescribed in 5.5(b)(1); or

(ii) if there are fewer than two Qualified Directors, selected by the board of directors (in which selection directors who are not Qualified Directors may participate); or

(3) by the stockholders, but stock owned by or voted under the control of a director who at the time is not a Qualified Director may not be voted on the determination.

(c) Authorization of indemnification shall be made in the same manner as the determination that indemnification is permissible except that if there are fewer than two Qualified Directors, or if the determination is made by special legal counsel, authorization of indemnification shall be made by those entitled to select special legal counsel under Section 5.5(b)(2)(ii).

5.6 (a) The Professional Corporation may purchase and maintain insurance, or furnish similar protection (including but not limited to trust funds, self-insurance reserves or the like), on behalf of an individual who is or was a director, officer, employee or agent of the Professional Corporation, who, or while a director, officer, employee or agent of the Professional Corporation, is or was serving at the request of the Professional Corporation as a director, officer, manager, member, partner, trustee, employee or agent of another foreign or domestic corporation,

partnership, joint venture, trust, employee benefit plan or other enterprise, against Liability asserted against or incurred by him or her in that capacity or arising from his or her status as a director, officer, employee or agent, whether or not the Professional Corporation would have the power to indemnify him or her against the same Liability under Sections 5.2 or 5.3.

(b) Any indemnification, or advance for expenses, authorized under this Article 5 shall not be deemed exclusive of and shall be in addition to that which may be contained in the Professional Corporation's Bylaws, a resolution of its stockholders or Board of Directors, or in a contract or otherwise.

(c) This Article 5 does not limit the Professional Corporation's power to pay or reimburse expenses incurred by an Indemnitee in connection with the Indemnitee's appearance as a witness in a Proceeding at a time when he or she has not been made or named defendant or respondent to the Proceeding.

ARTICLE 6 EXCLUSIVE FORUM

Unless the Professional Corporation consents in writing to the selection of an alternative forum, the Circuit Court of Jefferson County in the State of Alabama or the United States District Court for the Northern District of Alabama (as applicable, the "Court") shall be the sole and exclusive forums for any stockholder (including a beneficial owner) to bring (i) any derivative action or proceeding brought on behalf of the Professional Corporation, (ii) any action asserting a claim of breach of fiduciary duty owed by any director, officer or other employee of the Professional Corporation to the Professional Corporation or the Professional Corporation's stockholders, (iii) any action asserting a claim against the Professional Corporation, its directors, officers or employees arising pursuant to any provision of the Business Code or the Certificate of Incorporation or Bylaws, or (iv) any action asserting a claim against the Professional Corporation, its directors, officers or employees governed by the internal affairs doctrine, except for, as to each of (i) through (iv) above, any claim as to which the Court determines that there is an indispensable party not subject to the jurisdiction of the Court (and the indispensable party does not consent to the personal jurisdiction of the Court within ten days following such determination), which is vested in the exclusive jurisdiction of a court or forum other than the Court, or for which the Court does not have subject matter jurisdiction. If any provision or provisions of this Article 6 shall be held to be invalid, illegal or unenforceable as applied to any person or entity or circumstance for any reason whatsoever, then, to the fullest extent permitted by law, the validity, legality and enforceability of such provisions in any other circumstance and of the remaining provisions of this Article 6 (including, without limitation, each portion of any sentence of this Article 6 containing any such provision held to be invalid, illegal or unenforceable that is not itself held to be invalid, illegal or unenforceable) and the application of such provision to other persons or entities and circumstances shall not in any way be affected or impaired thereby.

(Signature page follows)

IN WITNESS WHEREOF, the Professional Corporation has caused this Amended and Restated Certificate of Formation to be executed in its name and on its behalf on March 30, 2023, with an effective date of April 1, 2023.

MAYNARD NEXSEN PC

By: _____

Name: Jeffrey M. Grantham

Title: Chief Executive Officer

Alabama
Sec. Of State

Entity Change
000-096-019 DPC
Date 3/30/2023
Time 17:00
230331 10 Pg

File \$100.00
County \$.00
Total \$100.00
07/007

John H. Merrill
Secretary of State

P.O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

I, John H. Merrill, Secretary of State of Alabama, having custody of the
Great and Principal Seal of said State, do hereby certify that

pursuant to the provisions of Title 10A, Chapter 1, Article 5, Code of Alabama
1975, and upon an examination of the entity records on file in this office, the
following entity name is reserved as available:

Maynard Nexsen PC

This name reservation is for the exclusive use of Matthew A. Aiken, 1901 6th Ave
N Ste 1700, Birmingham, AL 35203 for a period of one year beginning December
08, 2022 and expiring December 08, 2023



RES060810

In Testimony Whereof, I have hereunto set my
hand and affixed the Great Seal of the State, at the
Capitol, in the city of Montgomery, on this day.

December 08, 2022

Date

John H. Merrill

Secretary of State