

F53536

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

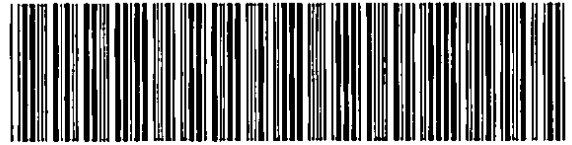
(Document Number)

Certified Copies _____ Certificates of Status _____

7/28 Special Instructions to Filing Officer:

Corrected Name
here
per Michael
Duffy
8/3/18

Office Use Only



400315313754 ✓

07/13/18--01010--022 **35.00

FILED
2018 JUL 30 PM 3:39
SECRETARY OF STATE
TALLAHASSEE, FL

Amended
&
Restated
w/ Name Change

8/6/18
De



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 17, 2018

HERBERT F. DARBY
343 SW STONEGATE TERRACE
LAKE CITY, FL 32024

SUBJECT: HERBERT F. DARBY, P.A.
Ref. Number: F53536

We have received your document 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):

The only acceptable words for designation as a professional association are PROFESSIONAL ASSOCIATION, P.A., and CHARTERED.

THE INC. SUFFIX IN THE ENTITY NAME IS NOT ALLOWABLE.

If the Restated Articles were adopted by the directors and do not contain any amendments requiring shareholder approval, a statement to that effect must be contained in the document.

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.

Susan Tallent
Regulatory Specialist II

Letter Number: 418A00014653

RECEIVED
18 JUL 30 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FL

Herbert F. Darby
343 SW Stonegate Terrace
Lake City, Florida 32024

July 25, 2018

Florida Department of State
Division of Corporations
Amendment Section
Post Office Box 6327
Tallahassee, Florida 32314

Re: Amended and Restated Articles of Incorporation of Herbert F. Darby, P.A.,
Inc. (formerly Herbert F. Darby, P.A.)

Ladies or Gentlemen:

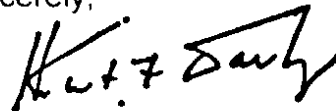
Enclosed for filing in the Division of Corporations ("Division") is Amended and Restated Articles of Incorporation of Herbert F. Darby, P.A. (to be changed to Herbert F. Darby, PA, Inc.). The enclosed Articles should now contain the changes recommended by the Division and other changes to comply with the filing of the enclosed.

Also enclosed is copy of the Division's letter dated July 17, 2018, acknowledging payment totaling \$35.00.

After the enclosed document has been properly processed, we request that you return it to us with your date filed stamp.

Should you have any questions, or need any additional information, please give us a call.

Sincerely,

A handwritten signature in black ink, appearing to read "H. F. Darby", written in a cursive style.

Herbert F. Darby

Enclosures

Herbert F. Darby
343 SW Stonegate Terrace
Lake City, Florida 32024

July 11, 2018

Florida Department of State
Division of Corporations
Amendment Section
Post Office Box 6327
Tallahassee, Florida 32314

Re: Amended and Restated Articles of Incorporation of Herbert F. Darby, P.A.,
Inc. (formerly Herbert F. Darby, P.A.)

Ladies or Gentlemen:

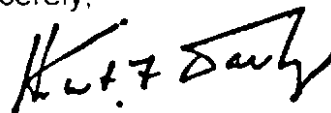
Enclosed for filing in the Division of Corporations is Amended and Restated
Articles of Incorporation of Herbert F. Darby, P.A. (to be changed to Herbert F. Darby,
P.A., Inc.).

Also enclosed is Herbert F. Darby, P.A.'s check No. 2652 payable to Florida
Department of State in the amount of \$35.00 for the filing fee.

After the enclosed document has been properly processed, we request that you
return it to us with your date filed stamp.

Should you have any questions, or need any additional information, please give
us a call.

Sincerely,

A handwritten signature in black ink, appearing to read "H. F. Darby", written in a cursive style.

Herbert F. Darby

Enclosures

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
HERBERT F. DARBY, P.A.**

(a Florida Professional Services Corporation, for Profit, Document Number F53536)

FILED
2018 JUL 30 PM 3:39
SECRETARY OF STATE
TALLAHASSEE, FL

Pursuant to Florida Statutes Chapter 621, the Professional Services Corporation and Limited Liability Companies act and Chapter 607, the Florida Business Corporations Act, the undersigned being the Directors of Herbert F. Darby, P.A., a Florida Professional Services Corporation, for Profit, and desiring to amend and restate it's Articles of Incorporation, do hereby certify:

First: The Articles of Incorporation of Herbert F. Darby, P.A. were filed with the Secretary of State of Florida on the 06th day of November, 1981, Document Number F53536.

Second: Herbert F. Darby, P.A. will no longer be providing Professional Services as defined by Florida Statutes Chapter 621 and elects not be organized, governed and /or operated as a Professional Services Corporation under Florida Statutes Chapter 621. Post filing and acceptance of these amended and restated Articles of Incorporation the "Corporation" herein after shall operate as a "for profit" Corporation governed by Florida Statutes Chapter 607, the Florida Business Corporations Act, as amended from time to time.

Third: These amended and restated Articles of Incorporation, which supersede the original Articles of Incorporation and all amendments to them, were adopted by all Directors of Herbert F. Darby, P.A and its Shareholders on the 15th day of June 2018. To effect the foregoing, the text of the Articles of Incorporation of Herbert F. Darby, P.A. is hereby restated and amended as herein set forth in full.

ARTICLE 1 -NAME

The name of the Corporation is **HERBERT F. DARBY, INC.**, (herein after, "Corporation").

ARTICLE 2- RENDITION OF PROFESSIONAL SERVICES

The Corporation expressly elects not to be governed by Section 621.06 of the Florida Professional Services Corporation and Limited Liability Companies act, as amended from time to time, relating to Rendering of Professional Services.

ARTICLE 3- PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida

ARTICLE 4-PRINCIPAL OFFICE

The business and mailing address of the principal office of this Corporation is:

343 SW Stonegate Terrace
Lake City, Florida 32024

ARTICLE 5- INCORPORATION

The name and address of the incorporator of this Corporation who has executed these Amended and Restated Articles of Incorporation are as follows: is:

Herbert F. Darby
343 SW Stonegate Terrace
Lake City, Florida 33145

ARTICLE 6- DURATION OF CORPORATION

The existence of the Corporation shall be perpetual unless it is earlier dissolved as provided in these Articles of Incorporation or by operation of the Florida Corporation Act.

ARTICLE 7- DIRECTORS AND OFFICERS

The Officers and Directors of the Corporation shall be;

Title: President/Director:
Herbert. Darby
343 SW Stonegate Ter
Lake City, Florida 32024

Title: Vice President/Secretary/Director
Michael M. Darby
343 SW Stonegate Ter
Lake City, Florida 32024

ARTICLE 8- CAPITAL STOCK

8.1 The maximum number of shares that the Corporation is authorized to have outstanding at any time is ONE THOUSAND (1,000) shares of common stock, each share having the par value of ONE CENT (\$.01) fully paid and non-assessable.

8.2 All holders of shares of common stock shall be identical with each other in every respect and the holders of common stock shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote.

8.3 All holders of common stock, upon dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.

ARTICLE 9-SHAREHOLDER' RESTRICTIVE AGREEMENT

All of the shares of stock of the Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE 10-POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 11-REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner, thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not Corporation shall have notice thereof.

ARTICLE 12- REGISTERED OFFICE AGENT NAME AND SIGNATURE

The name and address of the initial registered agent of the Company in the State of Florida are:

Michael M. Darby
343 SW Stonegate Ter
Lake City, Florida 32024

Having been, named as Registered Agent and to accept service of process for the above-named limited liability company at the place designated in this Certificate. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent, as provided for in, Chapter 617 F.S.


Michael M. Darby

ARTICLE 13- BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the ByLaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the ByLaws

ARTICLE 14- EFFECTIVE DATE

These amended and restated Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 15- AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendments hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

ARTICLE 16- INDEMINIFICATION AND LIABILITIES FOR DEBTS

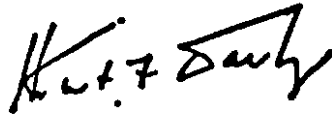
Every person who now is or hereafter shall be a director or officer of the Corporation shall be indemnified by the Corporation against all cost and expenses (including counsel fees) hereafter reasonable incurred by or imposed upon him or her in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which she or he is or shall be made a party by reason of his or her being or having been a director or officer of the Corporation (whether or not she or he is a director or officer of the Corporation at the time he or she is made a party to such action, suit or proceeding

to have been negligent in the performance of her or his duties as such director or officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled to as a matter of law. Neither the directors nor officers of the Corporation shall be liable for the debts of the Corporation.

Adoption of Amended and Restated Articles of Incorporation

The foregoing Amended and Restated Articles of Incorporation amendments were (a) unanimously adopted and approved by the Corporation's Board of Directors on the 15th day of June 2018 and (b) adopted by the majority holders of the Common stock of the Corporation pursuant to sections 607.0821 and 607.0704 of the Florida Business Corporation Act on the 15th day of June, 2018. The number of votes cast by the directors and stockholders for the amendments contained in the foregoing Amended and Restated Articles of Incorporation was sufficient for approval.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Amended and Restated Articles of Incorporation under the laws of the State of Florida, this 15th day of June, 2018.

A handwritten signature in black ink, appearing to read "Herb F. Darby", is written above a horizontal line.

Herbert F. Darby, Chairman/President