

780378

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H07000271997 3)))



H070002719973ABCS

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : GRAYROBINSON, P.A. - ORLANDO
Account Number : I20010000078
Phone : (407) 843-8880
Fax Number : (407) 244-5690

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

07 NOV -5 AM 9:33

FILED

COR AMND/RESTATE/CORRECT OR O/D RESIGN

KERMIT L. JAMES, JR., C.P.A., P.A.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$43.75

RECEIVED

2007 NOV -5 AM 8:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

Handwritten signature and date:
11-5-07

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
KERMIT L. JAMES, JR., C.P.A., P.A.

THE UNDERSIGNED, President of KERMIT L. JAMES, JR., C.P.A., P.A., a Florida professional corporation (the "Corporation"), for and on behalf of the Corporation, hereby executes these Amended and Restated Articles of Incorporation of the Corporation:

ARTICLE FIRST: The name of the Corporation is KERMIT L. JAMES, JR., C.P.A., P.A.

ARTICLE SECOND: The amendment and restatement of the Articles of Incorporation of the Corporation reflected herein was duly adopted by the sole shareholder and the sole member of the board of directors of the Corporation by Unanimous Written Consent executed on October 31, 2007, in accordance with Sections 607.0704 and 607.0821 of the Florida General Corporation Act.

ARTICLE THIRD: The effective date of these Amended and Restated Articles of Incorporation shall be December 31, 2007.

ARTICLE FOURTH: The Amended and Restated Articles of Incorporation of the Corporation shall provide as follows:

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be KERMIT L. JAMES, JR., INC.

ARTICLE II - ADDRESS

The mailing address of the corporation is 2657 Orchard Drive, Apopka, Florida 32712.

ARTICLE III - PURPOSE

This corporation may conduct and transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE IV - CAPITAL STOCK

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 5,000 shares of common stock having a par value of \$1.00 per share, which may be fractional shares.

FILED
07 NOV -5 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and nonassessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

ARTICLE V - DURATION

This corporation shall exist perpetually.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation shall be:

2657 Orchard Drive
Apopka, Florida 32712

The name of the registered agent of this corporation at that address shall be:

Kermit L. James, Jr.

ARTICLE VII - BOARD OF DIRECTORS

A. This corporation shall have at least one (1) director. The number of directors may be increased or diminished from time to time by the shareholders, but shall never be less than one (1). No decrease shall have the effect of shortening the term of any incumbent director.

B. Directors shall be elected by a majority of the votes cast by the shares entitled to vote in the election at a shareholders' meeting at which a quorum is present.

C. At a meeting of shareholders called expressly for that purpose, any director or the entire Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of directors.

D. Any vacancy occurring in the Board of Directors, including any vacancy created by reason of an increase in the number of directors, may be filled by the shareholders at their next annual meeting or at a special meeting called for the purpose of filling such vacancies. A

director elected to fill a vacancy shall hold office only until the next election of directors by the shareholders.

ARTICLE VIII - BYLAWS

The shareholders of this corporation shall have the sole power to establish, enact, alter or repeal Bylaws for the management of this corporation, and the duties of the officers of this corporation shall be prescribed by such Bylaws.

ARTICLE IX - ADDITIONAL CORPORATE POWERS

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, this corporation shall have all and singular the following powers:

A. To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

B. At its option, to purchase and acquire any or all of its shares owned and held by any such shareholder as should desire to sell, transfer or otherwise dispose of his shares, or any or all of its shares owned and held by a shareholder who dies, all in accordance with a shareholders agreement between this corporation and its shareholders, if there is more than one shareholder, setting forth the terms and conditions of such purchase; provided however, the capital of this corporation cannot be impaired thereby.

C. To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit-sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, or (6) other retirement or incentive compensation plan.

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended only by the Shareholders.

ARTICLE XI - INCORPORATOR

The name and address of the person signing these Articles is:

Name

Address

Kermit L. James, Jr.

2657 Orchard Drive
Apopka, Florida 32712

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 31st day of October, 2007.

Kermit L. James, Jr.
Kermit L. James, Jr.

STATE OF FLORIDA
COUNTY OF Seminole

The foregoing instrument was acknowledged before me this 31 day of October, 2007, by Kermit L. James, Jr.



AFFIX NOTARY STAMP

Deborah Jaze
Signature of Notary Public
Deborah Jaze
(Print Notary Name)
My Commission Expires: 11/30/2009
Commission No.: DD489180

☐ Personally known, or
☒ Produced Identification
Type of Identification Produced:
FL Driver Lic.

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the registered agent in the Amended and Restated Articles of Incorporation of KERMIT L. JAMES, JR., INC., I hereby accept and agree to act in this capacity.

Dated: 10/31/07

Kermit L. James, Jr.
Kermit L. James, Jr.