

Dec. 9. 2016 10:36AM  
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Gray Robinson

Division of Corporations

No. 0858 P. 1

**Florida Department of State**  
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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
CARPENTER MORSE GROUP, P.A.**

CARPENTER MORSE GROUP, P.A. (the "Corporation") filed its original Articles of Incorporation with the Florida Department of State on June 28, 1982, under the name G. KEITH CARPENTER, P.A. (the "Original Articles"). The Original Articles were amended on January 12, 2011, to change the name of the Corporation to CARPENTER MORSE GROUP, P.A.

These Amended and Restated Articles of Incorporation were duly adopted, effective December 9, 2016, by the entire Board of Directors of the Corporation and all shareholders of the Corporation, being a sufficient number of votes for approval, in accordance with Sections 607.1003, 607.1006 and 607.1007 of the Florida Business Corporation Act, in order to change the Corporation's name and convert the Corporation to one being governed by the terms of Chapter 607, Florida Statutes, in compliance with the terms of Section 621.13(3) of the Florida Business Corporation Act.

**ARTICLE I**  
**Name**

The name of the Corporation is CARPENTER MORSE GROUP, INC.

**ARTICLE II**  
**Registered Office and Agent**

The street address of the registered office of the Corporation in the State of Florida is 1560 Orange Avenue, Suite 410, Winter Park, Florida 32789. The name of the registered agent of the Corporation at such address is Serena Morse.

**ARTICLE III**  
**Address**

The principal place of business and mailing address of the Corporation is 1560 Orange Avenue, Suite 410, Winter Park, Florida 32789.

**ARTICLE IV**  
**Duration**

The Corporation shall exist perpetually.

## ARTICLE V

### Purpose

The purpose of the Corporation is to transact any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

## ARTICLE VI

### Capital Stock

The maximum number of shares of capital stock that this Corporation shall have authority to issue is Fourteen Thousand (14,000), consisting of Seven Thousand (7,000) shares of Class A Voting Common Stock, \$1.00 par value per share (the "Class A Voting Common Stock"), and Seven Thousand (7,000) shares of Class B Non-Voting Common Stock, \$1.00 par value per share (the "Class B Non-Voting Common Stock"). The Class A Voting Common Stock and the Class B Non-Voting Common Stock are hereinafter referred to collectively as the "Common Stock". The preferences, qualifications, limitations, restrictions and the special or relative rights of the shares of the Class A Voting Common Stock and the Class B Non-Voting Common Stock shall be identical in all respects except solely with respect to voting rights.

**SECTION 1. Common Stock - General Provisions.** Each share of Common Stock shall be equal to every other share of Common Stock, except as otherwise provided herein or required by law.

Shares of Common Stock authorized hereby shall not be subject to preemptive rights. The holders of shares of Common Stock now or hereafter outstanding shall have no preemptive right to purchase or have offered to them for purchase any of such authorized but unissued shares, or other equity securities issued or to be issued by the Corporation.

The holders of shares of Common Stock shall be entitled to receive such dividends (payable in cash, stock or otherwise) as may be declared on the Common Stock by the Board of Directors at any time or from time to time out of any funds legally available therefor.

In the event of any voluntary or involuntary liquidation, distribution or winding up of the Corporation, the holders of shares of Common Stock shall be entitled to receive all of the remaining assets of the Corporation available for distribution to its shareholders, ratably in proportion to the number of shares of Common Stock held by them.

**SECTION 2. Common Stock - Voting Rights; Dividends and Other Distributions.**

(a) Voting Rights. The shares of Common Stock shall have the following voting rights:

(i) Class A Voting Common Stock. Each share of Class A Voting Common Stock shall entitle the holder thereof to one (1) vote upon all matters upon which shareholders have the right to vote. Except as otherwise required by applicable law, the holders of shares of Class A Voting Common Stock shall vote together as one class on all matters submitted to a vote of shareholders of the Corporation.

(ii) Class B Non-Voting Common Stock. Each share of Class B Non-Voting Common Stock shall carry no right to vote for the election of directors of the Corporation and no right to vote on any matter presented to the shareholders for their vote or approval, except as expressly required by applicable law.

(b) Dividends and Distributions. Holders of Common Stock shall be entitled to such dividends and other distributions in cash, stock or property of the Corporation as may be declared thereon by the Board of Directors from time to time out of assets or funds of the Corporation legally available therefor; provided, however, that in no event may the rate of any dividend payable on outstanding shares of any class of Common Stock be greater than the dividend rate payable on outstanding shares of the other class of Common Stock. In no event will shares of any class of Common Stock be split, divided or combined unless the outstanding shares of the other class of Common Stock shall be proportionately split, divided or combined.

#### ARTICLE VII Board Of Directors

A. The Corporation shall have one (1) director. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws, but shall never be fewer than one (1).

B. The name and address of the current director of the Corporation are as follows:

<u>Name</u>	<u>Street Address</u>
Serena Morse	1560 Orange Avenue Suite 410 Winter Park, FL 32789

#### ARTICLE VIII Bylaws

The power to adopt, alter, amend or repeal the Bylaws of the Corporation shall be vested in the Board of Directors and the shareholders of the Corporation.

#### ARTICLE IX Amendments

The Corporation reserves the right to amend or repeal any provision contained in these Amended and Restated Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

*[Remainder of Page Intentionally Left Blank; Signature Follows]*

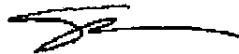
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**IN WITNESS WHEREOF**, the Corporation has caused these Amended and Restated Articles of Incorporation to be executed as of the 9<sup>th</sup> day of December, 2016.

CARPENTER MORSE GROUP, INC., a Florida  
corporation

By:

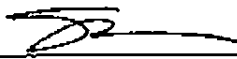


Serena Morse, President

**CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT**

**CARPENTER MORSE GROUP, INC.**

The undersigned, having been named as registered agent for the above named Corporation, at the place designated in the foregoing Amended and Restated Articles of Incorporation, hereby accepts such designation and agrees to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

  
\_\_\_\_\_  
Serena Morse