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APR 1 9 2012 T. ROBERTS

#### **COVER LETTER**

Division of Corporations	•
SUBJECT: Cuningham	Group Architecture, Inc.
DOCUMENT NUMBER:	•
The enclosed Amendment and fee are subn	
Please return all correspondence concernin	g this matter to the following:
Roger W. Kipp	<u></u>
Name of Contact Person	
Cuningham Group Architectur	e, Inc.
T in Veolipany	
201 Main Street SE, Suite 3	325
Address	
Minneapolis, MN 55414 City/State and Zip Code	
City/State and Zip Code	
rkipp@cuningham.c E-mail address: (to be used for future annu	om
E-man address: (to be used for future annu	uai report nonneanon)
For further information concerning this man	tter, please call:
Roger W. Kipp	at ( 612 ) 379-3400 Area Code & Daytime Telephone Number
Name of Contact Person	Area Code & Daytime Telephone Number
Enclosed is a check for the following amou	nt:
\$35,00 Filing Fee See Certificate of Statu	
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

### 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)

(1-3 MC	ST BE COMPLETED)
FO	ST BE COMPLETED)  5000005990  aber of corporation (if known)
	aber of corporation (if known)
	roup Architecture, P.A.
(Name of corporation as it appe	ars on the records of the Department of State)
•••	40/00/400
. Minnesota (Incorporated under laws of)	3. 12/08/1995 (Date authorized to do business in Florida)
	ECTION II LY THE APPLICABLE CHANGES)
. If the amendment changes the name of the corpor	ation, when was the change effected under the laws of
its jurisdiction of incorporation? 03	01/2012
Cuningham	Group Architecture, Inc.
(Name of corporation after the amendment, addin appropriate abbreviation, if not contained in new	g suffix "corporation," "company," or "incorporated," or
(If new name is unavailable in Florida, enter altern business in Florida)	ate corporate name adopted for the purpose of transacting
i. If the amendment changes the period of duration,	indicate new period of duration.
	New duration)
. If the amendment changes the jurisdiction of inco	rporation, indicate new jurisdiction.
4)	ew jurisdiction)
Attached is a certificate or document of similar in 90 days prior to delivery of the application to the having custody of corporate records in the jurisdiction.	port, evidencing the amendment, authenticated not more Department of State, by the Secretary of State or other of the under the laws of which it is incorporated.
7-4	
(Signature of a director, president or other officer of a receiver or other court appointed fiduciary, by	f in the hands that fiduciary)
Timothy J. Dufault	President/CEO
(Typed or printed name of person signing)	(Title of person signing)

#### Office of the Minnesota Secretary of State Certificate of Good Standing

I, Mark Ritchie, Secretary of State of Minnesota, do certify that: The business entity listed below was filed pursuant to the Minnesota Chapter listed below with the Office of the Secretary of State on the date listed below and that this business entity is registered to do business and is in good standing at the time this certificate is issued.

Name: Cuningham Group Architecture, Inc.

Date filed: 09/08/1983

File Number: 4L-477

Minnesota Statutes, Chapter: 302A

Home Jurisdiction: Minnesota

This certificate reflects data thru: 01/05/2012

This certificate has been issued on: 03/02/2012

THE STATE OF THE S

Mark Ritchie

Mark Ritchie Secretary of State State of Minnesota

### ARTICLES OF AMENDMENT OF CUNINGHAM GROUP ARCHITECTURE, P.A.

The Shareholders and Board of Directors of Cuningham Group Architecture, P.A., a Minnesota corporation, at duly held meetings have adopted pursuant to Minnesota Statutes, Chapters 302A and 319B, the attached Amended and Restated Articles of Incorporation of the corporation, which supersede and replace in their entirety the Articles of Incorporation of the corporation, as previously amended.

Timothy J. Dufault, President and CEO

## AMENDED AND RESTATED ARTICLES OF INCORPORATION OF

#### CUNINGHAM GROUP ARCHITECTURE, INC.

#### ARTICLE I

#### NAME

The name of this corporation is Cuningham Group Architecture, Inc.

#### ARTICLE II

#### REGISTERED OFFICE

The address of this corporation's registered office in the State of Minnesota is 201 Main Street SE, Suite 325, Minneapolis, Minnesota 55414.

#### ARTICLE III

#### STOCK

- **3.1.** Authorized Shares. This corporation is authorized to issue 100,000 shares of common stock, with a par value of \$.01 per share.
- 3.2. No Preemptive Rights. No shareholder of this corporation shall have any preemptive or other right to acquire the common stock or any other securities of this corporation.
- 3.3. No Cumulative Voting. No shareholder of this corporation shall have the right to cumulate his or her votes in any election of directors of this corporation.

#### **ARTICLE IV**

#### LIABILITY OF DIRECTORS

No director of this corporation shall be personally liable to this corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (1) for any breach of the director's duty of loyalty to this corporation or its stockholders; (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law; (3) under Minnesota Statutes, Section 302A.559 (relating to illegal distributions) or Section 80A.76 (relating to violation of state securities laws); or (4) for a transaction from which the director derives any improper personal benefit. A repeal or modification of this Article shall not apply to any act or omission by a director which occurs prior to the effective date of such repeal or modification.

#### ARTICLE V

#### **DIRECTORS' ACTION WITHOUT A MEETING**

An action required or permitted to be taken at a meeting of the Board of Directors may be taken by a written action signed, or consented to by authenticated electronic communication, by the number of directors that would be required to take the same action at a meeting of the Board of Directors at which all directors were present, unless the action requires shareholder approval, in which case the written action must be signed, or consented to by authenticated electronic communication, by all of the directors. The written action is effective when signed, or consented to by authenticated electronic communication, by the required number of directors, unless a different effective time is provided in the written action. All directors shall be notified

immediately of the text and effective date of any action so taken, but failure to provide the notice shall not invalidate the written action.

#### **ARTICLE VI**

#### SHAREHOLDERS' ACTION WITHOUT A MEETING

An action required or permitted to be taken at a meeting of the shareholders may be taken without a meeting by written action signed, or consented to by authenticated electronic communication, by shareholders holding at least 75% of the issued and outstanding shares of stock of this corporation. The written action is effective when it has been signed, or consented to by authenticated electronic communication, by the required shareholders, unless a different effective time is provided in the written action. All shareholders shall be notified of the text and effective time of any action so taken, no later than five days after the effective time of the action, but failure to provide the notice shall not invalidate the written action.

STATE OF MINNESOTA

MAR - 1 2012

Make Richie Secretary of State

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