

F95000005990

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

APR 19 2012
T. ROBERTS

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Cunningham Group Architecture, Inc.
Name of Corporation

DOCUMENT NUMBER: F95000005990

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Roger W. Kipp
Name of Contact Person

Cunningham Group Architecture, Inc.
Firm/Company

201 Main Street SE, Suite 325
Address

Minneapolis, MN 55414
City/State and Zip Code

rkipp@cunningham.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Roger W. Kipp at (612) 379-3400
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- ☒ \$35.00 Filing Fee ☐ \$43.75 Filing Fee & Certificate of Status ☐ \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) ☐ \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

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

(Pursuant to s. 607.1504, F.S.)

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TALLAHASSEE FLORIDA

- President/CEO**
(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

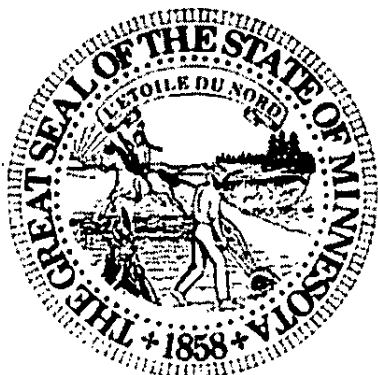
File Number: 4L-477

Minnesota Statutes, Chapter: 302A

Home Jurisdiction: Minnesota

This certificate reflects data thru: 01/05/2012

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



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
DEPARTMENT OF STATE
FILED

MAR - 1 2012

Mark Ritchie
Secretary of State

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