

Division of Corporations

Page 1 of 2

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Florida Department of State
Division of Corporations
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ASSOCIATION**

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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Amended

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

HILL, WARD & HENDERSON, PROFESSIONAL ASSOCIATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HILL, WARD & HENDERSON, PROFESSIONAL ASSOCIATION (the "Corporation"), a professional service corporation organized under the provisions of the Florida Business Corporation Act (the "Act"), files these Amended and Restated Articles of Incorporation pursuant to the Act:

1. The name of this corporation is HILL, WARD & HENDERSON, PROFESSIONAL ASSOCIATION.
2. These Amended and Restated Articles of Incorporation contain amendments to the corporation's Articles of Incorporation, as originally filed effective April 25, 1986, as amended thereafter.
3. These Amended and Restated Articles of Incorporation were duly adopted and approved by the directors pursuant to the Act at a meeting on November 16, 2015, and by the shareholders pursuant to the Act at meeting on December 1, 2015.
4. The number of votes cast for these Amended and Restated Articles of Incorporation by the shareholders of the corporation was sufficient for approval.
5. The corporation's Articles of Incorporation are amended and restated in their entirety and replaced with the following (the "Articles"):

ARTICLE I. NAME

The name of the corporation is HILL, WARD & HENDERSON, PROFESSIONAL ASSOCIATION (the "Corporation").

ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS

The initial principal business office and mailing address of the Corporation is 101 E. Kennedy Blvd., Suite 3700, Tampa, FL 33602.

ARTICLE III. CAPITAL STOCK

The total number of shares of all classes of stock that the Corporation shall have authority to issue is: (a) 200,000 shares of common stock, par value \$0.10 per share, and (b) 2,000,000 shares of preferred stock, par value \$0.10 per share ("Preferred Stock").

The following are the powers, privileges and rights, and the qualifications, limitations or restrictions thereof in respect of each class of capital stock of the Corporation. Unless otherwise indicated, references to "Sections" or "Subsections" in this Article III refer to sections and subsections of this Article III.

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A. COMMON STOCK.

1. General. The voting, dividend and liquidation rights of the holders of the Common Stock are subject to and qualified by the rights, powers and preferences of the holders of the Preferred Stock set forth in these Articles.

2. Voting. The holders of the Common Stock are entitled to one vote for each share of Common Stock held at all meetings of shareholders (and written actions in lieu of meetings). There shall be no cumulative voting. The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares of Common Stock then outstanding) by the affirmative vote of the holders of shares of stock of the Corporation representing a majority of the votes represented by all outstanding shares of stock of the Corporation entitled to vote thereon.

B. PREFERRED STOCK.

The Preferred stock shall be non-participating preferred stock with the rights, powers and preferences provided in these Articles. The number of authorized shares of Preferred Stock may not be increased or decreased without the approval of the holders of a majority of the then outstanding shares of Preferred Stock.

1. Rank and Dividends.

(a) Rank. The Preferred Stock shall, with respect to distributions upon liquidation, winding-up and dissolution of the Corporation, rank senior to the Common Stock as to distributions upon liquidation, winding-up and dissolution of the Corporation.

(b) No Dividends. The Preferred Stock shall not receive dividends.

2. Liquidation Preference.

(a) Preferred Stock Stock Liquidation Preference. In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, the holders of Preferred Stock shall be entitled to receive by reason of their ownership thereof, prior and in preference to any distribution of any of the assets of the Corporation to the holders of Common Stock, an amount per share equal to the Original Issue Price (such amount per share as of any date, the "Liquidation Preference"). If, upon the occurrence of such event, the assets and funds available for distribution among the holders of the Preferred Stock shall be insufficient to permit the payment to such holders of the full preferential amounts to which they are entitled, then, the entire assets and funds of the Corporation legally available for distribution shall be distributed ratably among the holders of the Preferred Stock in accordance with the respective full preferential amounts to which such holders are entitled. "Original Issue Price" means the price per share paid by the holder of the Preferred Stock to the Corporation for each share of the Preferred Stock.

(b) Distribution of Remaining Assets. In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, after the payment of all preferential amounts required to be paid to the holders of shares of Preferred Stock, the

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remaining assets of the Corporation available for distribution to its shareholders shall be distributed among the holders of the shares of Common Stock, pro rata based on the number of shares held by each such holder, immediately prior to such liquidation, dissolution or winding up of the Corporation. The shares of Preferred Stock will not participate in the distribution of any such remaining assets.

(c) Certain Acquisitions. For purposes of this Section 2, a liquidation, dissolution or winding up of the Corporation shall be deemed to occur on a Change of Control (as defined below). In the event of any such deemed liquidation, provision shall be made in connection with such transaction to ensure that the holders of Preferred Stock receive, in connection with such transaction, an amount at least equal to the amount that such holders would have received if net consideration payable to the holders of capital stock of the Corporation in such merger or consolidation, as applicable, were available for payment in liquidation, dissolution or winding up of the Corporation pursuant to Section 2(a) in the manner set forth in Section 2(b) above (i.e., in no event shall any consideration be paid in such transaction with respect to the Common Stock unless the full Liquidation Preference is paid to the holders of the Preferred Stock in such transaction). If the consideration received by the Corporation in any deemed liquidation is other than cash, its value will be deemed its fair market value as determined in good faith by the Board of Directors. For purposes hereof, "Change of Control" means (i) a sale, transfer, lease, exclusive license or other disposition of all or substantially all of the Corporation's assets or business, (ii) any merger, consolidation, reorganization or other business combination transaction of the Corporation with or into another entity, other than a transaction in which the holders of at least a majority of the shares of voting capital stock of the Corporation outstanding immediately prior to such transaction continue to hold (either by such shares remaining outstanding or by their being converted into shares of voting capital stock of the surviving entity) a majority of the total voting power represented by the shares of voting capital stock or other voting equity of the Corporation or the surviving entity outstanding immediately after such transaction, or (iii) the direct or indirect acquisition (including by way of new issuance by the Corporation, or a tender or exchange offer), in a single transaction or series of related transactions, by any person or entity, or persons or entities acting as a group, of beneficial ownership or a right to acquire beneficial ownership of shares of the Corporation's capital stock representing at least a majority of the voting power of the then outstanding shares of capital stock of the Corporation.

3. Voting Rights.

(a) General Matters. Except as may otherwise be required by applicable law or pursuant to the provisions of Section 3(b) below, the Preferred Stock shall not have the right to vote with respect to any matters. The number of authorized shares of Preferred Stock may be increased or decreased (but not below the sum of the number of shares thereof then outstanding and the number of shares required for exercise of any rights to purchase or otherwise acquire shares of Preferred Stock) by the affirmative vote of the holders of shares of capital stock of the Corporation representing a majority of the votes represented by all outstanding shares of capital stock of the Corporation entitled to vote, and the holders of Preferred Stock shall not have any separate class vote with respect thereto unless expressly required by Section 3(b) below.

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(b) Shareholder Approval on Certain Actions by the Corporation. In addition to any other vote or consent required by law or these Articles, for so long as any shares of Preferred Stock are outstanding, the Corporation shall not (either directly or indirectly by amendment, merger, consolidation, sale of substantially all of its assets, liquidation, dissolution, winding-up, reorganization or otherwise), without first obtaining the affirmative vote or written consent of the holders of at least a majority of the Preferred Stock then outstanding, voting together as a single class, take any action that:

- (i) alters the rights, preferences or privileges of the Preferred Stock;
- (ii) creates any new class or series of shares, or issues any such shares or options or convertible securities exercisable or convertible into such shares, that have a preference over the Preferred Stock with respect to liquidation preferences to the extent such shares are issued or to be issued by the Corporation pro rata in respect of outstanding shares of Common Stock of the Corporation;
- (iii) increases or decreases the authorized number of shares of Preferred Stock;
- (iv) reclassifies Common Stock into shares having a preference over or parity with the Preferred Stock with respect to liquidation preferences;
- (v) results in (A) the consolidation or merger of the Corporation with or into any other corporation or business entity (other than with or into a wholly-owned domestic subsidiary of the Corporation or with respect to such consolidation or merger where not more than 50% of the voting power of the Corporation is transferred to any party or parties other than the existing shareholders of the Corporation), (B) the sale or other transfer in a single transaction or a series of related transactions of all or substantially all of the assets of the Corporation, or (C) the liquidation, dissolution, winding-up or reorganization of the Corporation if, in each case, such transaction would result in any disproportionate adverse consequences for the holders of Preferred Stock (solely in the respect to their rights as shareholders);
- (vi) (A) commences a voluntary proceeding seeking liquidation, reorganization or other relief with respect to the Corporation or the debts of the Corporation under any bankruptcy, insolvency or other similar law now or hereafter in effect or seeking the appointment of a trustee, receiver, liquidator, custodian or other similar official of the Corporation or a substantial part of the property of the Corporation, (B) consents to any such relief or to the appointment of or taking possession by any such official in an involuntary case or other proceeding commenced against the Corporation, (C) makes a general assignment for the benefit of creditors, (D) generally results in the failure to pay the debts of the Corporation as they become due, or (E) authorizes any of the foregoing if, in each case, such action would result in any disproportionate adverse consequences for the holders of Preferred Stock (solely in the respect to their rights as shareholders); or
- (vii) alters or amends the provisions of this Section 3.

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4. Fractional Shares. Preferred Stock may be issued in fractions of a share that shall entitle the holder, in proportion to such holder's fractional shares, to exercise voting rights (if any), participate in distributions and to have the benefit of all other rights of holders of Preferred Stock.

5. Notices of Record Date. In the event of any taking by the Corporation of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend or other distribution, any right to subscribe for, purchase or otherwise acquire any shares of stock of any class or any other securities or property, or to receive any other right, the Corporation shall mail to each holder of Preferred Stock, at least five (5) days prior to the date specified therein, a notice specifying the date on which any such record is to be taken for the purpose of such dividend, distribution or right, and the anticipated amount and character of such dividend, distribution or right; provided, however, that the foregoing obligations may be waived prospectively or retrospectively by holders of shares of Preferred Stock representing at least a majority of the outstanding shares of Preferred Stock.

ARTICLE IV. REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 101 E. Kennedy Blvd., Suite 3700, Tampa, Florida 33602 and the name of the Corporation's registered agent at that address is Kevin H. Sutton.

EXECUTED: December 28, 2015



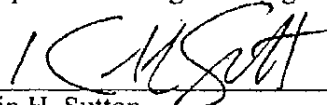
Kevin H. Sutton, Vice President

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REGISTERED AGENT CERTIFICATE

Having been named to accept service of process for the above stated corporation, I hereby accept appointment as its 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.



Kevin H. Sutton