

J42212

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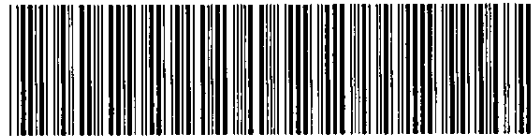
(Business Entity Name)

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

10 SEP 21 PM 2:01

RECEIVED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10 SEP 21 PM 2:21

FILED

Amend & Rest.
C. COULLETTE

SEP 21 2010

EXAMINER

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Florida Management Associates, Inc.

DOCUMENT NUMBER: J42212

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Lisa McKnight

Name of Contact Person

Florida Management Associates, Inc.

Firm/ Company

1813 Jackson Bluff Road

Address

Tallahassee, FL 32304

City/ State and Zip Code

lisamcknight21@hotmail.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Josh Aubuchon

Name of Contact Person

at (850)

222-3533

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 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

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FLORIDA MANAGEMENT ASSOCIATES, INC.

FILED
10 SEP 21 PM 3:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to amend the articles of incorporation in accordance with Chapter 607 of the Florida Statutes, hereby makes, subscribes, acknowledges, and files these Amended Articles of Incorporation for the purpose of becoming a corporation for profit under the laws of the State of Florida:

ARTICLE I

Name

The name of this Corporation shall be FLORIDA MANAGEMENT ASSOCIATES, INC.

ARTICLE II

Nature of Business

This Corporation shall be organized for the management of real property and any other business or purpose which is lawful under the laws of the United States and the State of Florida.

ARTICLE III

Stock

The authorized capital stock of this Corporation shall consist of two-thousand and five-hundred (2,500) shares of common stock with a par value of one dollar (\$1.00) per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors but not less than par value. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock and such agreements may take the form of options, rights of first refusal, buy and sell agreements or any other lawful form of agreements.

ARTICLE IV

Powers

This Corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE V

Term of Corporate Existence

This Corporation shall exist perpetually unless dissolved according to law, with existence commencing on the date these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE VI

Address of Registered Office and Registered Agent

The street address of the registered office of this Corporation in the State of Florida shall be 1813 Jackson Bluff Road, Tallahassee, Florida 32304.

The name of the registered agent of this Corporation shall be Lisa McKnight. The address of the registered agent shall be 1813 Jackson Bluff Road, Tallahassee, Florida 32304.

The Board of Directors may from time to time change the registered office to any other address in the State of Florida or change the registered agent.

ARTICLE VII

Number of Directors

Directors shall be appointed in the manner provided in the By-Laws of the Corporation and the number of directors may be increased or decreased from time to time in accordance with the By-Laws of the Corporation. The Board of Directors of the Corporation shall have not less than one (1) member.

ARTICLE VIII

Board of Directors

The name and address of the members of the Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
<u>Lisa McKnight</u>	1813 Jackson Bluff Road Tallahassee, Florida 32304
<u>Kelley McKnight</u>	1813 Jackson Bluff Road Tallahassee, Florida 32304

The Board of Directors shall hold office until their successors are elected at the annual meeting of the shareholders.

ARTICLE IX

Officers

The Corporation shall have a President, a Secretary, and a Treasurer and may have such other officers or agents as may be appointed by the Board of Directors. All officers, agents or employees as may be necessary shall be chosen in such a manner, for such time, and have such duties as may be described by the By-Laws or determined by the Board of Directors. A person may hold more than one office. The names and addresses of the officers are as follows:

<u>Office</u>	<u>Name and Address</u>
President	<u>Lisa McKnight</u>
Treasurer	1813 Jackson Bluff Road Tallahassee, Florida 32304
Vice-President	<u>Kelley McKnight</u>
Secretary	1813 Jackson Bluff Road Tallahassee, Florida 32304

ARTICLE X

Transactions In Which Directors Or Officers Are Interested

A. No contract or other transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, firm, or entity in which one or more of the Corporation's directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, or solely because such director or directors or officer is present at or participates in the meeting of the Board of Directors or at a committee thereof which authorizes, approves or ratifies such contract or

transaction, or solely because his or their votes are counted for such purpose, if:

1. The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested director or directors; or
2. The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote thereon, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or
3. The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the shareholders.

B. Common or interest directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

ARTICLE XI

Indemnification of Directors and Officers

The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a director, officer, employee, or agent of the Corporation, or is, or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees, judgments, fines and amounts paid in settlement) actually and reasonably incurred by him in connection with such action, suit or proceeding, including appeals, unless he acted with gross negligence or willful misconduct. Determination of any action, suit or proceeding by judgment, order, settlement or conviction shall not create a presumption that the person acted with gross negligence or willful misconduct. The determination of whether a person acted within the standard of conduct described above shall be made in one of the following manners:

- i. A majority vote of a quorum of directors who were not parties to the action, suit or proceeding; or

-
- ii. If a majority of the disinterested directors so requests, by independent legal counsel in a written opinion; or
 - iii. If a majority of the disinterested directors so requests, by a qualified independent arbitrator.

Success on the merits in defense of any action, suit or proceeding shall be determinative that the person acted within the necessary standard of conduct and no further determination shall be necessary.

Expenses, including attorneys' fees, incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, upon a preliminary determination by the disinterested Board members that the person did not act with gross negligence or willful misconduct, upon receipt of an undertaking by such person to repay such amount upon any ultimate determination that he acted with gross negligence or willful misconduct.

Indemnification as provided hereunder shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of his heirs, executors, administrators and assigns.

The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or is, or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of the status as such, whether or not the Corporation has the power to indemnify him against such liability under the provision of this section.

ARTICLE XII

Financial Information

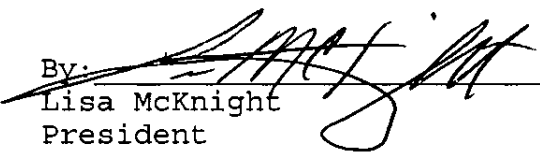
The Corporation shall not be required to prepare and provide a balance sheet and a profit and loss statement to its shareholders, nor shall the Corporation be required to file a balance sheet or profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the shareholders each year hereafter unless a resolution to the contrary has been adopted by the shareholders.

ARTICLE XIII

AMENDMENT OF ARTICLES

The Corporation may, at any time, and from time to time, amend these Articles of Incorporation in any manner now or hereafter permitted by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned President, hereby set my hand and seal this 17 day of Sept., 2010, for the purpose of executing the Amended and Restated Articles of Incorporation under the laws of the State of Florida, and I hereby make and file in the Office of the Secretary of the State in the State of Florida these Amended and Restated Articles of Incorporation and certify that the facts herein stated are true.

By: 

Lisa McKnight
President

The date of each amendment(s) adoption: September 17, 2010
(date of adoption is required)

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

☐ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

“The number of votes cast for the amendment(s) was/were sufficient for approval

by _____.”
(voting group)

☒ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated September 17, 2010

Signature _____

(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Lisa McKnight

(Typed or printed name of person signing)

President

(Title of person signing)