

K29207

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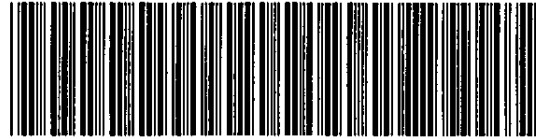
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December 8, 2006

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee FL 32314

NAME OF CORPORATION

BAKER, DURKEE & LAING, INC.

DOCUMENT NUMBER

K29207

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

Please return all correspondence concerning this matter to the following:

Bennett G. Feldman
2655 Lejeune Road
Suite 514
Coral Gables FL 33134

For further information concerning this matter, please call:

Bennett G. Feldman at 305-445-9909

email benfeld@bellsouth.net

Enclosed is a check for \$35 for filing fee.

Very truly yours


BENNETT G. FELDMAN

**RESTATED AND AMENDED ARTICLES OF INCORPORATION
OF
BAKER, DURKEE & LAING, INC.**

The following shall constitute the Restated and Amended Articles of Incorporation of Baker, Durkee & Laing, Inc.

**ARTICLE I
NAME OF CORPORATION**

1.0 The name of the corporation is:

Baker, Durkee & Laing, Inc.

and its business shall be carried on in Broward County, Florida, and such other places as may be authorized by its Board of Directors.

**ARTICLE II
PURPOSES AND POWERS**

2.0 The general nature and purpose of the business of the corporation is to engage in the business as a bail bond agent; to represent such insurers who may appoint the corporation as an agent, to engage in any lawful business and to take any and all actions and do any and all things necessary or appropriate to the accomplishment of same.

**ARTICLE III
CAPITAL STOCK**

3.0 The total number of shares of stock which the corporation shall have authority to issue is 1000 each having a par value of \$1.00.

**ARTICLE IV
DURATION**

4.0 This corporation shall have perpetual existence.

**ARTICLE V
BOARD OF DIRECTORS**

5.0 The Board of Directors of this corporation shall consist of two (2) members and may be increased or decreased from time to time as set forth in the Bylaws.

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**ARTICLE VI
OFFICERS**

6.0 The business of the corporation may be conducted by a President, Secretary and Treasurer, and by a Board of Directors mentioned in Article V or any other officers as may be determined by the Board of Directors.

**ARTICLE VII
INDEMNIFICATION AND CONFLICTS**

7.0 Every director, officer, or employee of the corporation shall be indemnified by the corporation against all expenses and liabilities including counsel fees reasonably incurred by or imposed upon him in connection with any proceedings to which he may be made a party, or in which he may become involved, by reason of his being or having been a director, officer, or employee of the corporation or any settlement thereof made with court approval, whether or not he is a director, officer or employee at the time such expenses are incurred, except in such cases wherein the director, officer or employee is adjudged to be liable for negligence or misconduct in the performance of his duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors, as well as the court, approves such settlement and reimbursement as being for the best interests of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director, officer, or employee may be entitled.

7.1 The provisions of Florida Statutes Section 607.0901 entitled "Affiliated Transactions" shall not govern the affairs of the corporation.

IN WITNESS WHEREOF, the director of the corporation has adopted the foregoing Restated and Amended Articles of Incorporation this 8th day of December 2006.


GERALD W. LAING, President

CERTIFICATE

The undersigned, being the President of Baker, Durkee & Laing, Inc. hereby certifies that these Restated and Amended Articles of Amendment were adopted this 8th day of December 2006 by the Directors of the corporation and submitted to the shareholders for vote. The corporation has only one group of voting stock and the number of votes cast for approval of the Restated and Amended Articles of Incorporation was sufficient for approval by the group.


GERALD W. LAING, President