

L26428

HEANE & MURPHY

A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS  
FRANK P. MURPHY, ATTORNEY, P.A.

9200 BONITA BEACH ROAD

SUITE 210

BONITA SPRINGS, FLORIDA 34135

(941)566-7076

(800)282-4860

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
01 MAR -5 PM 2:23

January 30, 2001

Florida Department of State  
Bureau of Corporate Records  
P.O. Box 6327  
Tallahassee, FL 32314

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-02/01/01--01040--008  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

RE: Articles of Amendment  
Murphy & Murphy, CPAs, P.A.

Gentlemen:

Enclosed please find executed Article of Amendment for the referenced entity and a check  
in the amount of \$35.00 to file same.

Sincerely,



Frank P. Murphy, Esq.

FPM/tat  
Enclosures: Articles of Amendment

*Lisa gave authorization to  
correct Doc. 3/6 & B*

*~~W01~~ 2548*

*Amended & Restated art. & N/C*

V. SHEPARD MAR 7 2001



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

February 5, 2001

FRANK P. MURPHY, ESQ.  
9200 BONITA BEACH RD., STE. 210  
BONITA SPRINGS, FL 34135

SUBJECT: JEANNE BERGELIN MURPHY, CPA, P.A.  
Ref. Number: L26428

We have received your document for JEANNE BERGELIN MURPHY, CPA, P.A. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

The present name must be stated in the title of your document instead of the new name.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard  
Corporate Specialist

Letter Number: 601A00006887

*Rec'd 3/5*

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF  
JEANNE BERGELIN MURPHY, CPA, P.A.**

Pursuant to Florida Statutes Section 607.1003, the Articles of Incorporation of the above-named Corporation are hereby amended as follows:

WHEREAS, the corporation previously known as Jeanne Bergelin Murphy, CPA, P.A. is changing its name to Murphy & Murphy, CPAs, P.A.;

WHEREAS, the corporation is changing its name and restating its article of incorporation;

WHEREAS, the following restated articles of incorporation shall substitute for, and replace it therein entirely the previous articles of incorporation:

**ARTICLE I. NAME**

The name of the corporation is:  
Murphy & Murphy, CPAs, P.A.

**ARTICLE II. NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is:

(a) To engage in every phase and aspect of the business of rendering professional services to the public as a certified public accountant.

(b) To do everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects of the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, and in general, either alone, or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the such purposes or objects of this corporation.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of this corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000,000 shares of common stock with no par or stated value.

**ARTICLE IV. COMMENCEMENT OF CORPORATE EXISTENCE**

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DIVISION OF CORPORATIONS  
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This corporation shall commence its existence on October 26, 1989.

**ARTICLE V. TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE VI. ADDRESS**

✓  
The ~~initial~~ street address of the principal office of this corporation in the State of Florida is:

1106 Forest Lakes Boulevard  
Naples, Florida 34108

**ARTICLE VII. DIRECTORS**

The business of the corporation shall be managed by its Board of Directors. The number of directors constituting the entire Board shall not be less than one; and subject to such minimum may be increased or decreased from time to time by amendment of the By-Laws in a manner not prohibited by law. Until so changed, the number shall be two (2).

**ARTICLE VIII. NAME/ADDRESS OF DIRECTORS**

✓  
The name and street address of the member of the Board of Directors and Officers, who shall hold office for the ~~first year of existence of the~~ corporation or until his successor is elected or appointed and has qualified, is as follows:

Frank P. Murphy  
1106 Forest Lakes Boulevard  
Naples, Florida 34108

Jeanne Bergelin Murphy  
1106 Forest Lake Boulevard  
Naples, Florida 34108

**ARTICLE IX. VOTING TRUST**

No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares. Any shareholder may transfer the shares to a trust provided that the attorney/stockholder is one of the trustees of the trust and provided that no other trustee shall have the right to exercise the voting power of any or all of his shares.

**ARTICLE X. CUMULATIVE VOTING FOR DIRECTORS**

At all elections of directors of the Corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which otherwise the stockholder would be entitled to cast for the election of directors to be elected, determined without regard to this provision on cumulative voting, multiplied by the number of directors to be elected, and the stockholder may cast all such votes for a single director, or may distribute them among the number to be voted for, or any two or more of them, as the stockholder may see fit.

**ARTICLE XI. REMOVAL OF DIRECTORS**

Any director of the corporation may be removed at any annual or special meeting of the stockholders by the same vote as that required to elect a director.

**ARTICLE XII. RESTRAINT ON ALIENATION OF SHARES**

The shareholders of the Corporation shall have the power to include in the By-Laws, adopted by a two-thirds majority of the stockholders of the corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer or other disposition of any of the outstanding shares of the Corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details thereof, shall be determined by the shareholders or restrictive provision shall not affect the rights of third parties without actual notice thereon, unless the existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such shares. No shareholder of the Corporation may sell or transfer his shares therein except to another individual who is eligible to be a shareholder of the Corporation and such sale or transfer may be made only after the same shall have been approved at a stockholders' meeting specially called for such purpose.

**ARTICLE XIII. ADDITIONAL CORPORATE POWERS**

In furtherance and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, the corporation shall have all the following powers:

(a) To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture, or otherwise, with any person, firm or corporation for the purpose of rendering professional attorney services.

(b) To purchase and acquire any or all its stock owned and held by any such shareholder as should desire to sell, transfer or otherwise dispose of his shares in accordance with the By-Laws adopted by the shareholders of the corporation setting forth the terms and conditions of such purchase.

(c) To purchase and acquire the shares owned and held by any shareholder who dies, in accordance with the By-Laws adopted by the shareholders of the Corporation setting forth the terms and conditions of such purchase.

(d) To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, (6) other retirement or incentive compensation plans, (7) life, health or disability insurance plans, (8) wage continuation plans, or (9) medical reimbursement plans.

#### **ARTICLE XIV. AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to this reservation.

#### **ARTICLE XV. PREEMPTIVE RIGHTS**

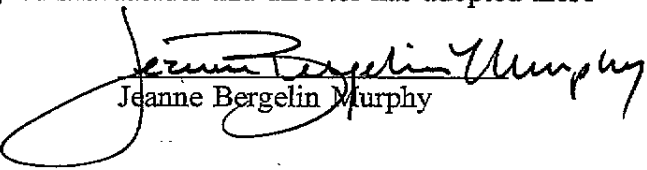
All shareholders shall have preemptive rights. In any new issuance of stock, each shareholder shall have the right of first refusal to purchase a pro rata share of the new issuance of stock.

#### **ARTICLE XVI. EFFECTIVE DATE**

These Amended and Restated Articles of Incorporation shall be effective on the date of signing of said articles.

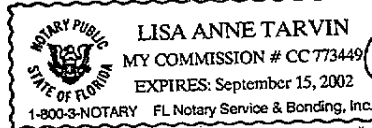
IN WITNESS WHEREOF, I the undersigned shareholder and director has adopted these Restated Articles of Incorporation.

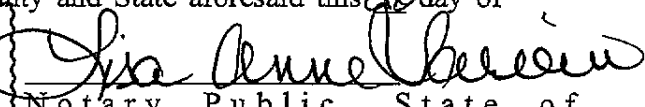
STATE OF FLORIDA  
COUNTY OF Dee

  
Jeanne Bergelin Murphy

I HEREBY CERTIFY that on this day before me, a Notary Public duly licensed to take acknowledgements in the State and County aforesaid, personally appeared JEANNE BERGELIN MURPHY, to me known to be the person described or who produced Florida D.L. No. Personally Known subscribed in MURPHY & MURPHY, CPAs, PA, P.A. and who executed the foregoing Restated Articles of Incorporation and acknowledged before me that she subscribed to those Articles of Incorporation.


WITNESS my hand and official seal in the County and State aforesaid this 20<sup>th</sup> day of January, 2001.



  
Notary Public, State of Florida

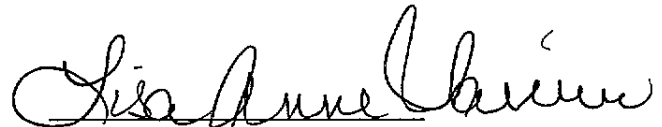
IN WITNESS WHEREOF, I the undersigned shareholder and director has adopted these Restated Articles of Incorporation.

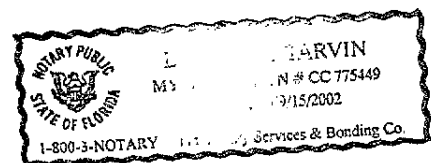
STATE OF FLORIDA  
COUNTY OF Dee

  
Frank P. Murphy

I HEREBY CERTIFY that on this day before me, a Notary Public duly licensed to take acknowledgements in the State and County aforesaid, personally appeared FRANK P. MURPHY, to me known to be the person described or who produced Florida D.L. No. Personally Known subscribed in MURPHY & MURPHY, CPAs, P.A., Inc. and who executed the foregoing Restated Articles of Incorporation and acknowledged before me that she subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid this 20<sup>th</sup> day of January, 2001.

  
Notary Public, State of Florida



**CERTIFICATE REGARDING SHAREHOLDER APPROVAL AND SIGNATORIES OF  
AMENDED ARTICLES**

FIRST, as to Shareholder approval:

The undersigned hereby certify that the amended and restated articles do not contain any changes that require shareholder approval. MOREOVER, even though shareholder approval is not required for any of the changes in the amended and restated articles, the restated Articles have been approved by shareholder votes sufficient to constitute approval of the amended and restated articles. In fact, the amended and restated articles has been approved by 100% of the shares and shareholders, and the persons signing and submitting the restated articles together hold 100% of all shares of the company.

SECOND, as to signatures:

The person signing the Articles constitute the Chairman, Vice Chairman, and entire Board of Directors, and also include the President and all corporate officers.

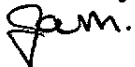
IN WITNESS WHEREOF, that the undersigned shareholder and director has adopted these Certificate regarding Shareholder Approval and Signatories of Amended Articles.

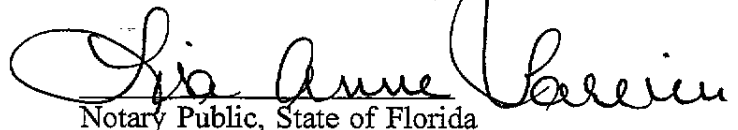
  
Jeanne Bergelin Murphy

STATE OF FLORIDA  
COUNTY OF LEE

I HEREBY CERTIFY that on this day before me, a Notary Public duly licensed to take acknowledgements in the State and County aforesaid, personally appeared JEANNE BERGELIN MURPHY, to me known to be the person described of who produced Florida D.L. No. personally known as subscribed in MURPHY & MURPHY, CPAs, P.A. and who executed the foregoing and certifies that the foregoing is true and correct that she subscribed to same.

WITNESS my hand and official seal in the County and State aforesaid this 26 day of February, 2001.



  
Notary Public, State of Florida

