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(Requestor's Name)

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☐ PICK-UP ☐ WAIT ☐ MAIL

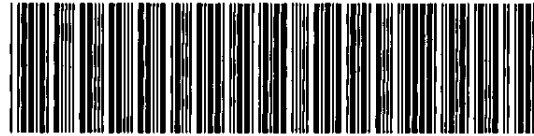
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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*Amended &  
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03/29/07--01007--002 \*\*35.00

*Articles*

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2007 MAR 28 PM 4:37

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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07 MAR 28 PM 3:54

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

*ASR  
3/28/07*

## CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Ceedco, Inc.

Signature \_\_\_\_\_

Requested by: \_\_\_\_\_

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

\_\_\_\_ Art of Inc. File \_\_\_\_\_

\_\_\_\_ LTD Partnership File \_\_\_\_\_

\_\_\_\_ Foreign Corp. File \_\_\_\_\_

\_\_\_\_ L.C. File \_\_\_\_\_

\_\_\_\_ Fictitious Name File \_\_\_\_\_

\_\_\_\_ Trade/Service Mark \_\_\_\_\_

\_\_\_\_ Merger File \_\_\_\_\_

✓ \_\_\_\_ Art. of Amend. File \_\_\_\_\_

\_\_\_\_ RA Resignation \_\_\_\_\_

\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_

\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_

\_\_\_\_ Cert. Copy \_\_\_\_\_

✓ \_\_\_\_ Photo Copy \_\_\_\_\_

\_\_\_\_ Certificate of Good Standing \_\_\_\_\_

\_\_\_\_ Certificate of Status \_\_\_\_\_

\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_

\_\_\_\_ Corp Record Search \_\_\_\_\_

\_\_\_\_ Officer Search \_\_\_\_\_

\_\_\_\_ Fictitious Search \_\_\_\_\_

\_\_\_\_ Fictitious Owner Search \_\_\_\_\_

\_\_\_\_ Vehicle Search \_\_\_\_\_

\_\_\_\_ Driving Record \_\_\_\_\_

\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_

\_\_\_\_ UCC 11 Search \_\_\_\_\_

\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_

\_\_\_\_ Courier \_\_\_\_\_

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF**  
**CEEDCO, INC.**

**ARTICLE I**  
**NAME**

The name of this corporation is **CEEDCO, INC.** (hereinafter referred to as "the Corporation").

**ARTICLE II**  
**DURATION**

The Corporation shall have perpetual existence, unless it shall hereafter be dissolved according to law.

**ARTICLE III**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial principal office of this Corporation shall be established from time to time by the Board of Directors. The current place of business is Pinellas County, Florida. The current mailing address of this Corporation is 10500 Ulmerton Road, Suite 726, PMB 147, Largo, Florida 33771. The name of the initial registered agent of this Corporation is James O. Parker, III and the address of the registered agent is 2310 Tall Pines Drive, Suite 220, Largo, Florida 33771.

**ARTICLE IV**  
**PURPOSE**

This Corporation is irrevocably dedicated to and operated exclusively for non-profit purposes and no part of the income or assets of the Corporation shall be distributed to, nor inure to the benefit of any individual. The business and objectives of the Corporation are to assist all people through education, counseling and administrating programs in home ownership and such other purposes as the Board of Directors may establish.

**ARTICLE V**  
**MEMBERS**

The Corporation shall have no Members. All authority is vested in the Board of Directors.

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**ARTICLE VI**  
**BOARD OF DIRECTORS**

The manner in which the Board of Directors is elected is set forth in the ByLaws of the Corporation. The current Directors are:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
James O. Parker, III	2310 Tall Pines Drive, Suite 220, Largo, Florida 33771
Kimberly Jowell	2310 Tall Pines Drive, Suite 220, Largo, Florida 33771
Andrea Wilkins	2310 Tall Pines Drive, Suite 220, Largo, Florida 33771
Jeffory Forbes	2310 Tall Pines Drive, Suite 220, Largo, Florida 33771

**ARTICLE VII**  
**POWERS**

The Corporation is empowered:

(A) To buy, own, sell, convey, lease, assign, mortgage or encumber any interest in real estate and personal property, and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of the purposes set forth in Article IV hereof.

(B) To borrow money and issue evidence of indebtedness, as well as receive grants from private or public funding sources, in furtherance of any or all of the objects of its business, and to secure the same by mortgage, pledge, or other lien on the Corporation's property.

(C) To do and perform all acts reasonably necessary to accomplish the purposes of the Corporation, as permitted non-profit corporations under Chapter 617 of the Florida Statutes.

(D) In the event of dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, all of the remaining assets of the Corporation shall be distributed only to one or more organizations created and operated for one or more exempt purposes within the meaning of Article IV(A) hereof, all of the foregoing within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future United States internal revenue law. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

(E) Notwithstanding any other provisions of these articles, this Corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law or (b) a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue Law.

## **ARTICLE VIII** **BYLAWS**

The power to adopt and amend the ByLaws shall be vested in the Board of Directors.

## **ARTICLE IX** **INDEMNIFICATION OF OFFICERS, DIRECTORS,** **EMPLOYEES AND AGENTS**

**SECTION 1 Indemnification for Legal Proceedings:** The Corporation shall indemnify any person who was or is a party to a pending or a completed legal proceeding, whether civil, criminal or administrative as follows:

(A) By reason that such person is or was a director, officer, employee or agent of the Corporation against expenses (including attorney fees) judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such legal proceeding; provided such person acted in good faith and in a manner reasonably believed to be in the best interests of the Corporation. With respect to any criminal legal proceedings, that such person had no reasonable cause to believe this conduct was unlawful.

(B) No indemnification shall be made if such person shall have been adjudged to be liable for negligence or misconduct in the performance of duty to the Corporation.

(C) To the extent that a director, officer, employee or agent of the Corporation has been successful in the merits in defense of any legal proceeding referred to in subsections (a) and (b), or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorney fees) actually and reasonably incurred by such person in connection with such defense.

(D) Any indemnification in this article shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because such person has met the applicable standard of conduct set forth above. Such determination shall be made by a majority vote of a quorum constituting the directors who were not parties to such legal proceedings; or if such a quorum cannot be had, a quorum of disinterested directors so directed by independent legal counsel in a written opinion.

(E) Expenses (including attorneys fees) incurred in defending legal proceedings may be paid by the Corporation in advance of the final disposition of such legal proceedings upon receipt of an undertaking by or on behalf of the director, officer, employee or agent, to repay such amount unless it shall be ultimately determined that such person is entitled to be indemnified as authorized herein.

**SECTION 2 Other Indemnification:** The indemnification provided by this article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, agreement, vote of the members or disinterested directors, or otherwise, both as to actions in his/her official capacity and as to actions in another capacity while holding such position and shall continue as to a person who has ceased being a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

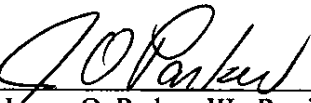
**SECTION 3 Liability Insurance:** Upon the majority vote of a quorum of the Board of Directors, the Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, arising out of his/her status as such, whether or not the Corporation shall have indemnified him against such liability under the provisions of this article.

**ARTICLE X**  
**AMENDMENTS**

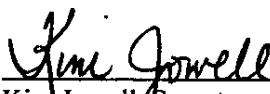
Amendment to the Articles of Incorporation may be proposed by any Director at a regular or special business meeting of the Board of Directors at which a majority is present and must be adopted by a two-thirds vote of the Board of Directors present and voting at such meeting properly called and noticed as provided in the By-Laws. Amendment shall be approved by a two-thirds affirmative vote of the members of the Board of Directors present.

**IN WITNESS WHEREOF**, I have hereunto set my hand and seal, as President of the Corporation, at St. Petersburg, Florida.

CEEDCO, INC.

By:   
James O. Parker, III, President

I HEREBY CERTIFY that I am the Secretary of CEEDCO, INC., and the matters in fact set forth are true and correct; and further, I certify that the foregoing proposed Amendment to the Articles of Incorporation was approved unanimously by the Board of Directors and by the members of said Corporation, in a special meeting held on the 28<sup>th</sup> day of February, 2007, as signed by the President of the Corporation.

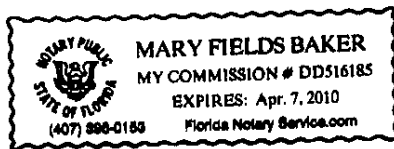
  
Kim Jewell, Secretary

STATE OF FLORIDA  
COUNTY OF PINELLAS

On this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, James O. Parker, III, as President of CEEDCO, INC., who is personally known to me, and who executed the foregoing instrument and acknowledged before me that the matters contained herein are true and correct.

WITNESS my hand and official seal on the 28<sup>th</sup> day of February, 2007.

(SEAL)



Mary Fields Baker  
NOTARY PUBLIC  
Print Name: Mary Fields Baker  
My Commission Number: DD516185  
My Commission Expires: 4-7-2010

STATE OF FLORIDA  
COUNTY OF PINELLAS

On this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Kim Jowell, as Secretary, of CEEDCO, INC. who is personally known to me, and who executed the foregoing instrument and acknowledged before me that the matters contained herein are true and correct.

WITNESS my hand and official seal on the 28<sup>th</sup> day of February, 2007.

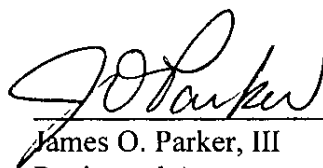
(SEAL)



Mary Fields Baker  
NOTARY PUBLIC  
Print Name: Mary Fields Baker  
My Commission Number: DD516185  
My Commission Expires: 4-7-2010

### **ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process on behalf of the above-styled corporation, at the office stated above, I hereby accept to act in the capacity of Registered Agent and agree to comply with the provisions relative to keeping said office open.

  
\_\_\_\_\_  
James O. Parker, III  
Registered Agent