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TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Harmon Parker, P.A.

DOCUMENT NUMBER: P01000043049

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

Please return all correspondence concerning this matter to the following:

Sharon Docherty Danco

Name of Contact Person

Sharon Docherty Danco, PLLC

Firm/ Company

10411 Green Links Drive

Address

Tampa, Florida 33626

City/ State and Zip Code

sdp@harmonparkerlaw.com

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

For further information concerning this matter, please call:

Sharon Danco at (813) 340-5773
Name of Contact Person Area Code & Daytime Telephone Number

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

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|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
HARMON PARKER, P.A.**

2024 JUN 19 PM 4:15

Pursuant to Section 607.1007 of the Florida Business Corporation Act, Harmon Parker, P.A. (the "Corporation"), a Florida professional services corporation, desires to amend and restate the Corporation's Articles of Incorporation and hereby certifies:

FIRST: The Articles of Incorporation of the Corporation were filed with the Secretary of State of Florida on April 30, 2001, Document No. P01000043049.

SECOND: These Amended and Restated Articles of Incorporation, which incorporate and supersede the original Articles of Incorporation and all amendments and restatements to them, were adopted by the directors and shareholders of the Corporation as of June 18, 2024. To effect the foregoing amendment and restatement, the text of the Articles of Incorporation is hereby restated and amended as set forth below in full:

ARTICLE I. CORPORATE NAME AND PRINCIPAL OFFICE

The name of the corporation is: Harmon Parker, P.A., and its principal office and mailing address is:

110 North 11th Street, 2nd Floor
Tampa, Florida 33602

ARTICLE II. COMMENCEMENT OF CORPORATE EXISTENCE

The corporation shall come into existence on April 30, 2001.

ARTICLE III. GENERAL NATURE OF BUSINESS

The corporation may engage in the practice of law through its duly licensed officers, employees, and agents, perform all activities appropriate to the rendition of such services, and own property and invest its funds as authorized by applicable Florida law.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares stock authorized to be issued by the corporation shall be One Hundred Thousand (100,000) shares of common stock, each with a par value of \$.01. Each share of issued and outstanding common stock shall entitle the holder thereof to fully participate in all shareholder meetings and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the corporation upon liquidation or dissolution. Notwithstanding the number of shares of common stock owned by each shareholder, to the fullest extent permitted by applicable law, each shareholder shall be entitled to one vote on

each matter with respect to which shareholders have a right to vote.

ARTICLE V. REGISTERED OFFICE AND AGENT

The street address of the registered office of the corporation is 110 North 11th Street, Second Floor, Tampa, Florida 33602, and the name of the corporation's registered agent at that address is Steven D. Parker.

ARTICLE VI. BOARD OF DIRECTORS

The business and affairs of the corporation shall be managed by or under the direction of the board of directors. The corporation shall have two directors, whose names and addresses are:

<u>Name</u>	<u>Address</u>
Thomas S. Harmon	110 N. 11 th Street, 2 nd Floor Tampa, Florida 33602
Steven D. Parker	110 N. 11 th Street, 2 nd Floor Tampa, Florida 33602

The number of directors of the corporation may be increased or diminished from time to time in accordance with the provisions of the corporation's bylaws but shall never be less than one.

ARTICLE VII. BYLAWS

The power to adopt, alter, amend or repeal by-laws of this corporation shall be vested in its shareholders and separately in its Board of Directors, as prescribed by the by-laws of the corporation. Such by-laws may contain provisions:(a) regulating or restricting the sale, transfer, exchange or other disposition of any of the outstanding shares of the corporation; (b) restricting the continued holding of any such shares; or (c) requiring the redemption of any such shares on a fair and just basis. Any such provision may be made applicable upon the death or disability of a shareholder, upon his termination of active service to or on behalf of the corporation, or otherwise; provided, that each shall be adopted, altered, amended or repealed by the holders of not less than a two-thirds majority interest in the corporation's outstanding shares.

ARTICLE VIII. SHARE OWNERSHIP

The Board of Directors of the corporation shall have the authority to issue and sell shares of the corporation's authorized but unissued capital stock, as it deems appropriate, only to persons licensed to practice law within the State of Florida. If ownership of any such shares shall be transferred to a person or entity unqualified to own shares in the corporation under the provisions of the Professional Service Corporation Act, Chapter 621, Florida Statutes, then, in lieu of treating the transfer as being void and of no legal effect, the directors and shareholders of the corporation shall have the power, at their option, to amend these Articles of Incorporation to effect a change in the nature of business provided in Article III herein, so that the corporation,

shall, thereafter be authorized to conduct any business authorized by Chapter 607, Florida Statutes. Any such amendment shall be adopted and approved in accordance with the provisions of §§ 607.1003 and .1006, or, alternatively, .0704, Florida Statutes, or its successor, and upon the filing of such amendment by the Florida Department of State the transfer shall be deemed effective.

ARTICLE IX. INDEMNIFICATION

A. **Right to Indemnification.** Except as limited by paragraph B hereinbelow, the corporation shall indemnify to the fullest extent authorized by the Florida Business Corporation Act Section 607.0850, Florida Statutes (1999) or as such law may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than such law permitted the corporation to provide prior to such amendment), each director and officer of the corporation who is or was a party to any proceeding by reason of the fact that he is or was a director or officer of the corporation or was serving at the request of the corporation as a director or officer of another corporation or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof. For purposes of this Article, the term "proceeding" includes any threatened, pending, or completed action, suit, or other type of proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal and the term "liability" includes obligations to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to any employee benefit plan), and expenses actually and reasonably incurred with respect to a proceeding. The right to indemnification conferred in this Article shall be a contract right and shall include the right to be paid by the corporation the expenses incurred in defending any such proceeding in advance of its final disposition upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if he is ultimately found not to be entitled to indemnification by the corporation. Indemnification and advancement of expenses as provided for in this Article shall continue to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such person.

B. **Exceptions.** Indemnification or advancement of expenses shall not be made to or on behalf of any director or officer if a judgment or other final adjudication establishes that his action, or omissions to act, were material to the cause of action so adjudicated and constitute:

(1) A violation of criminal law, unless the director or officer had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful:

(2) A transaction from which the director or officer derived an improper benefit:

(3) In the case of a director, a circumstance under which Section 607.0834, Florida Statutes, (1999) would subject a director to liability; or

(4) Willful misconduct or a conscious disregard for the best interests of the corporation in a proceeding by or in the right of the corporation to procure a judgment in its favor or in a proceeding by or in the right of a shareholder.

C. Insurance. The corporation may purchase and maintain insurance, at its expense, to protect itself and any director and officer of the corporation or other enterprise against any liability, whether or not the corporation would have the power to indemnify such person against such liability under the Florida Business Corporation Act.

D. Limitation of Director's Liability. A director of the corporation shall not be personally liable for monetary damages to the corporation or any other person (including a shareholder of the corporation) for any statement, vote, decision, or failure to act, regarding corporate management or policy, by a director, unless:

- (1) The director breached or failed to perform his duties as a director; and
- (2) The director's breach of, or failure to perform, those duties constitutes:

- (i) A violation of the criminal law, unless the director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful. A judgment or other final adjudication against a director in any criminal proceeding for a violation of the criminal law estops that director from contesting the fact that his breach, or failure to perform, constitutes a violation of the criminal law; but does not estop the director from establishing that he had reasonable cause to believe that his conduct was lawful, or had no reasonable cause to believe that his conduct was unlawful;

- (ii) A transaction from which the director derived an improper personal, benefit;

- (iii) A circumstance under which Section 607.0834, Florida Statutes (1999) would subject the director to liability;

- (iv) In a proceeding by or in the right of the corporation to procure a judgment in its favor or by or in the right of a shareholder, conscious disregard for the best interest of the corporation, or willful, misconduct; or

- (v) In a proceeding by or in the right of someone other than the corporation or a shareholder, recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton, and willful disregard of human rights, safety, or property.

THIRD: The foregoing amendment and restatement was adopted by all the directors and shareholders of the Corporation (holding all the outstanding shares of common stock of the Corporation) pursuant to Sections 607.0821 and 607.0704 of the Florida Business Corporation Act as of June 18, 2024, which constitutes a sufficient number of votes for approval. No voting groups were entitled to vote separately on the foregoing amendment and restatement. The foregoing Amended and Restated Articles of Incorporation consolidate all amendments to the Articles of Incorporation into these Amended and Restated Articles of Incorporation.

FOURTH: These Amended and Restated Articles of Incorporation will be effective immediately upon filing by the Florida Department of State.

EXECUTED: June 18, 2024



Steven D. Parker, President

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered 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.

EXECUTED: June 18, 2024



Steven D. Parker, as Registered Agent