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ROBINSON PECARO & MIER, P.A.

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
ROBINSON PECARO & MIER, P.A.**

The undersigned, President of **ROBINSON PECARO & MIER, P.A.**, a professional service corporation (the "**Corporation**"), for and on behalf of the Corporation, hereby executes these Amended and Restated Articles of Incorporation of the Corporation:

**ARTICLE I**  
**Name and Duration**

The name of this Corporation is Robinson Pecaro & Mier, P.A. The duration of this Corporation shall exist perpetually. The effective date of these Amended and Restated Articles of Incorporation shall be upon the filing thereof with the Florida Department of State (the "**State**"). The amendment and restatement of the Articles of Incorporation of the Corporation reflected herein was duly adopted by the Directors and Shareholders of the Corporation by Joint Unanimous Written Action executed on November 5, 2015, in accordance with Sections 607.0704 and 607.0821 of the Florida Business Corporation Act (the "**Act**").

**ARTICLE II**  
**Principal Office**

The principal office and mailing address of the Corporation is 5599 South University Drive, Suite 103, Davie, Florida 33328.

**ARTICLE III**  
**Registered Office and Agent**

The street address of the registered office in the State of Florida is 5599 South University Drive, Suite 103, in the City of Davie, County of Broward, State of Florida, 33328. The name of the registered agent at such address is James D. Robinson.

**ARTICLE IV**  
**Corporate Purposes, Powers and Rights**

The general nature and purposes to be transacted by the Corporation shall be:

A. To engage in every phase and aspect of the business of rendering the same professional services to the public that an attorney at law duly licensed under the laws of the State of Florida is authorized to render, but such professional services shall be rendered only through officers, employees, and agents of the Corporation who are duly licensed under the law of the State of Florida to practice law;

B. To invest the funds of the Corporation in real estate, mortgages, stocks, bonds, or any other type of investments, and to own real and personal property necessary for the rendering of such professional legal services;

C. To do everything necessary and proper for the accomplishment of any of the purposes or objectives of the Corporation enumerated in these Amended and Restated Articles of Incorporation, or any amendment thereof, and to do any act necessary 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 or furtherance of such purposes or objects of the Corporation.

D. It is intended that the Corporation may conduct and transact business lawfully authorized and not prohibited by Chapter 607 and Chapter 621, Florida Statutes, as the same may be amended from time to time.

#### **ARTICLE V** **Capital Stock**

The total number of shares of capital stock which the Corporation has the authority to issue is 1,000 shares of Common Stock having a par value of one cent (\$.01) per share.

#### **ARTICLE VI** **Board of Directors**

A. The number of directors shall be set forth in the bylaws of the Corporation, as amended (the "Bylaws"), and may be increased or decreased from time to time as set forth in the Bylaws. Directors shall be elected by the shareholders of the Corporation pursuant to and in accordance with these Amended and Restated Articles of Incorporation and the Bylaws. Election of directors need not be by written ballot unless the Bylaws shall so provide. Any director may be removed from office, with or without cause, in accordance with the Bylaws.

B. No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director except to the extent such exemption from liability or limitation thereof is not permitted under the Florida Statutes as then in effect. No repeal or modification of this Article VI shall adversely affect any right or protection of a director of the Corporation in respect of any act or omission occurring prior to such repeal or modification.

C. Any Director may be removed from office for any cause deemed sufficient by the Shareholders of the Corporation. Such removal shall be by a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders.

D. Each director shall be an attorney at law duly licensed to render services as such under the laws of the State of Florida.

E. The name and address of the directors of the Corporation are:

James D. Robinson  
5599 South University Drive, Ste. 103  
Davie, Florida 33328

Paul R. Pecaro  
5599 South University Drive, Ste. 103  
Davie, Florida 33328

**ARTICLE VII**  
**Shareholders**

Shares of the Corporation's capital stock shall be issued only to individuals who are duly licensed to render services as an attorney at law under the laws of the State of Florida. No shareholder of the Corporation may sell or transfer his shares of stock therein except to another individual who is eligible to be a shareholder hereunder. No shareholder of the 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 the shares.

**ARTICLE VIII**  
**Indemnification**

The Corporation shall, to the fullest extent permitted or required by Section 607.0850 of the Florida Statutes, indemnify any and all persons to whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such person; provided, however, that the Corporation may limit the extent of such indemnification by individual contracts with its directors and executive officers. The indemnification provided in this Article VIII shall not be deemed exclusive of any other rights to which those persons who may be entitled to indemnification hereunder are entitled to indemnification under any Bylaw, agreement, vote of shareholders or disinterested directors or otherwise. No repeal or modification of this Article VIII shall adversely affect any right or protection existing hereunder immediately prior to such repeal or modification.

**ARTICLE IX**  
**Amendment**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Amended and Restated Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

**ARTICLE X**  
**Bylaws**

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

IN WITNESS WHEREOF, said Corporation has caused these Amended and Restated Articles of Incorporation to be signed this 17th day of November, 2015.

ROBINSON PEGORIO & MIER, P.A.

By: 

James D. Robinson, President

**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process of the above-styled corporation, at the office stated above, I hereby acknowledge that I am familiar with and accept the duties and responsibilities as registered agent and agree to comply with the provisions relative to keeping said office open.

  
James R. Robinson  
Registered Agent

Date: November 17, 2015