

**P02000081498**

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

((H02000199271 6)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:

Division of Corporations  
Fax Number : (850) 205-0380

From:

Account Name : O'HAIRE, QUINN, CANDLER, CHARTERED  
Account Number : 073077002560  
Phone : (561) 231-6900  
Fax Number : (561) 231-9729

**FILED**  
02 SEP 25 PM 2:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*KRISTIN called 9/15. DATE OF ADDITION*

**BASIC AMENDMENT**

**MERRILL AND PASTOR, ARCHITECTS, P.A.**

**RECEIVED**  
02 SEP 17 PM 2:43  
DIVISION OF CORPORATIONS

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$52.50

*AM + Pastor*  
*KRP*  
*9/25*  
*(E)*

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION

OF

MERRILL AND PASTOR, ARCHITECTS, P.A.

Pursuant to Section 607.1007 of the Florida Business Corporation Act, the Professional Service Corporation and Limited Liability Company Act, F.S. Chapter 621, the undersigned corporation, originally incorporated on July 26, 2002, pursuant to a resolution duly adopted by its board of directors and unanimously approved by the Corporation's shareholders, adopts the following Restated and Amended Articles of Incorporation:

Article I  
Name

The name of the Corporation is Merrill And Pastor, Architects, P.A.

Article II  
Corporate Existence

The Corporation's existence shall be perpetual and shall be effective upon the filing of these Articles Of Incorporation with the Florida Department Of State.

Article III  
Stock

Section A. Authorized Common Voting Shares. The aggregate number of common voting shares which the Corporation is authorized to issue is 1,000 shares of \$.01 par value common voting stock. None of the shares of the Corporation may be issued to anyone other than an individual duly licensed to practice architecture in the State of Florida.

Section B. Restrictions on Disposition of Stock. The shareholders of the Corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the Corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock 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, of the disposition shall be determined by the shareholders of the Corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the Corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the Corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice architecture in the State of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the Corporation in accordance with the bylaws adopted by the shareholders.

Article IV  
Registered Agent And Office

The address of the initial Registered Office of the Corporation is 9300 North A-1-A, Suite 201, Vero Beach, Florida 32963, and the name of its initial Registered Agent at such address is Scott Merrill.

Richard B. Candler  
Florida Bar No. 0510040  
3111 Cardinal Drive  
Vero Beach, FL 32963

H02000199271 6

FILED  
02 SEP 25 PM 2:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H02000199271 6

H02000199271 6

**Article V**  
**Principal Office**

The address of the principal office of the Corporation is 9300 North A-1-A, Suite 201, Vero Beach, Florida 32963.

**Article VI**  
**Purpose And Power**

The Corporation shall be formed for the purpose of engaging in the general practice of architecture, including to furnish or supply by contract architectural services requiring application of the science, art, or profession of planning sites and of planning or designing buildings or architectural structures and their related facilities by and under the direct supervision of certificated architects and other licensed personnel; to do consultation, investigation, evaluation, planning, design, preparation of instruments of service such as drawings and specifications; and to supervise construction insofar as customarily performed by architects.

In connection with the above-mentioned purposes, the Corporation shall have the power to invest its funds in real property and securities, to acquire, own, and dispose of real and personal property, and to do all other acts incidental and necessary to the accomplishment of the foregoing purposes, to the extent permitted under the Florida Business Corporation Act.

**Article VII**  
**Officers**

The Officers of the Corporation may consist of a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other Officers and assistant Officers as shall be named by the Board of Directors pursuant to the Bylaws of the Corporation. The initial Officers of the Corporation, who shall serve as such until the first meeting of the Board of Directors or until their successors are elected and shall qualify, are:

<u>Office</u>	<u>Name and Address</u>
President	Scott Merrill 9300 North A-1-A, Suite 201 Florida 32963
Vice President	George Pastor 9300 North A-1-A, Suite 201 Vero Beach, Florida 32963
Secretary	David T. Colgan 867 Greenwood Ave., Suite B Atlanta, Georgia 30306
Treasurer	Scott Merrill 9300 North A-1-A, Suite 201 Vero Beach, Florida 32963

**Article X**  
**Amendment Of Articles Of Incorporation**

The Corporation reserves the right to amend, alter, change, or repeal any provisions contained in these 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.

H02000199271 6


09/17/02 TUE 14:28 FAX 772 231 9729

O'HAIRE, QUINN, CANDLER

004

H02000199271 6

Dated September 16, 2002.

  
\_\_\_\_\_  
Scott Merrill  
Director and President

**Acceptance**

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Dated September 16, 2002.

  
\_\_\_\_\_  
Scott Merrill, Registered Agent

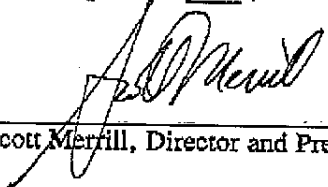
H02000199271 6

**CERTIFICATE ACCOMPANYING AMENDED  
AND RESTATED ARTICLES OF INCORPORATION**

Pursuant to Section 607.1006 and Section 607.1007, the under signed Director and President of Merrill and Pastor, Architects, P.A. certifies;

1. The restatement contains an amendment to the Articles of Incorporation requiring shareholder approval;
2. The amendments to the Articles of Incorporation were approved by the shareholders and the number of votes cast for the amendment by the shareholders was sufficient for approval, and not more than one voting group was entitled to vote on the amendment; and
3. These duly adopted Restated Articles of Incorporation supercede the original Articles of Incorporation and all amendments to them.

Dated September 16, 2002.

  
\_\_\_\_\_  
Scott Merrill, Director and President