

P02000126481

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TALLAHASSEE, FLORIDA

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COR AMND/RESTATE/CORRECT OR O/D RESIGN

ARMSTRONG FORENSIC ENGINEERS, INC.

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**ARTICLES OF RESTATEMENT  
OF THE  
ARTICLES OF INCORPORATION  
OF  
ARMSTRONG FORENSIC ENGINEERS, INC.**

Armstrong Forensic Engineers, Inc., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), in order to amend and restate its Articles of Incorporation in accordance with the requirements of Chapter 607, Florida Statutes, does hereby certify as follows:

1. The name of the Corporation is **ARMSTRONG FORENSIC ENGINEERS, INC.** and its Document Number is **P02000126481**.

2. The Articles of Incorporation of the Corporation are hereby amended and restated by deleting the Articles of Incorporation of the Corporation in their entirety and replacing such Articles of Incorporation with the Amended and Restated Articles of Incorporation beginning on the immediately following page.

3. These Articles of Restatement contain an amendment to the Corporation's Articles of Incorporation (the "Amendment") requiring stockholder approval. These Articles of Restatement and the Amendment were approved and adopted by the directors of the Corporation by unanimous written consent effective on March 19, 2007 and by stockholders holding 100% of the then outstanding shares of common stock of the Corporation by written consent also effective on March 19, 2007. There has been and there is only one class of capital stock of the Corporation outstanding, there was only one voting group entitled to vote on these Articles of Restatement and the Amendment, and the number of votes cast for the Amendment by the stockholders was sufficient for approval of these Articles of Restatement and the Amendment.

4. These Articles of Restatement and the Amendment require a conversion and reclassification of issued shares. Immediately prior to the effectiveness of these Articles of Restatement, the authorized capital stock of the Corporation consists of 100,000 shares of common stock par value \$1.00 per share ("Original Common Stock"), of which 202 and 2/99 shares are issued and outstanding. These Articles of Restatement and the Amendment shall cause the authorized capital stock of the Corporation to consist of 100,000 shares of Common Stock par value \$0.01 per share ("New Common Stock"). Upon the effectiveness of these Articles of Restatement and the Amendment, (i) each issued and outstanding share of Original Common Stock shall be automatically converted and reclassified, or "split," into forty-nine and one-half (49.5) issued and outstanding shares of New Common Stock, and (ii) each and every option or other right to purchase or otherwise acquire a share of Original Common Stock shall be converted and reclassified into an identical option or other right to purchase or otherwise acquire forty-nine and one-half (49.5) shares of New Common Stock, in each case without necessity of any other or further action by or on the part of the Corporation or any other person. As a result of the foregoing, there shall be, as of immediately after the effectiveness of these Articles of Restatement, 10,000 shares of New Common Stock issued and outstanding, and an additional 90,000 authorized but unissued shares.

5. These Articles of Restatement, the Amendment and the Amended and Restated Articles of Incorporation attached hereto shall become effective upon filing by the Department of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned duly authorized officer of the Corporation has executed these Articles of Restatement of the Articles of Incorporation of Armstrong Forensic Engineers, Inc. on and as of the date indicated below.

**ARMSTRONG FORENSIC ENGINEERS, INC.**

By: Jeffrey D. Armstrong 3/19/2007  
Jeffrey D. Armstrong Date  
President

FILED  
07 MAR 20 AM 10:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
ARMSTRONG FORENSIC ENGINEERS, INC.**

**Article 1**

**Name**

The name of the corporation formed hereby (the "Corporation") is:

**ARMSTRONG FORENSIC ENGINEERS, INC.**

**Article 2**

**Term of Existence**

The Corporation shall exist perpetually unless dissolved in accordance with law.

**Article 3**

**Business and Purposes**

The general nature of the business to be transacted by the Corporation, and the objects or purposes of the Corporation, shall be the transaction of any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, and any amendments thereto, and in connection therewith, the Corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

**Article 4**

**Capital Stock**

The aggregate number of shares of capital stock authorized to be issued by the Corporation shall be 100,000 shares of common stock with a par value of \$.01 per share ("Common Stock"). Each share of Common Stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of the Corporation. The Corporation may not issue shares of capital stock without the prior approval of its Board of Directors. Subject to such approval, the consideration for the issuance of shares of capital stock may be paid, in whole or in part, in cash, in other property (tangible or intangible), in labor or services actually performed for the Corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to the Corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of Common Stock shall be fully paid and nonassessable.

**Article 5**

**Board of Directors**

The business and affairs of the Corporation shall be managed by its directors, collectively referred to as the Corporation's Board of Directors. The Board of Directors may exercise all such powers of the Corporation and do all such lawful acts and things as are not by law directed or

required to be exercised or done only by the stockholders of the Corporation. The full Board of Directors of the Corporation shall at all times comprise at least one (1) member, the exact number of directors to be fixed from time to time by the directors or stockholders of the Corporation or by its Bylaws. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to constitute the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors, subject to any special voting requirements as may be specified in the Corporation's Bylaws. Subject to the Bylaws of the Corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of the Corporation may remove any director from office at any time with or without cause in accordance with the provisions of the Bylaws.

#### **Article 6** **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 the stockholders herein are subject to this reservation; provided, however, that these Articles of Incorporation as now in effect or hereafter amended shall not be inconsistent with or contrary to, but shall be subordinate to, the laws of the State of Florida and of the United States.

#### **Article 7** **Bylaws**

The power to adopt the Bylaws of the Corporation, to alter, amend or repeal the Bylaws, or to adopt new Bylaws, shall be vested in the Board of Directors of the Corporation; provided, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by the stockholders, and the stockholders may prescribe in any bylaw made by them that such bylaw shall not be altered, amended or repealed by the Board of Directors. The Bylaws of the Corporation shall be for the government of the Corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the Corporation; provided, however, that the Bylaws shall not be inconsistent with or contrary to, but shall be subordinate to, the provisions of these Articles of Incorporation, including as hereafter amended, and the laws of the State of Florida and of the United States.

#### **Article 8** **Affiliated Transactions**

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall not apply to the Corporation or to transactions with the Corporation.