

Division of Corporations

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From: GAIL S. ANDRE

Account Name : LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P.A.  
Account Number : 072720000036  
Phone : (407)843-4500  
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**PLEASE ARRANGE FILING OF THE ATTACHED AMENDED AND RESTATED ARTICLES OF INCORPORATION AND RETURN A CERTIFICATION TO ME AS SOON AS POSSIBLE. THANK YOU FOR YOUR ASSISTANCE IN THIS MATTER.**

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## BASIC AMENDMENT

WALKER &amp; COMPANY, INC

Certificate of Status	0
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**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**WALKER & COMPANY, INC.**

The Articles of Incorporation of Walker & Company, Inc., a Florida corporation, are hereby amended and restated in their entirety as follows:

**ARTICLE I NAME**

The name of this corporation is Walker & Company, Inc. (hereinafter referred to as the "Corporation").

**ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS**

The street address of the principal office and the mailing address of the Corporation shall be 931 N. Pennsylvania Avenue, Winter Park, Florida 32789.

**ARTICLE III CAPITAL STOCK**

1. **Number and Classes of Shares Authorized.** The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is TWO THOUSAND (2,000) shares, of which ONE THOUSAND (1,000) shall be shares of Class A Common Stock, and ONE THOUSAND (1,000) shall be shares of Class B Common Stock. The par value of both classes of Common Stock shall be one cent (\$0.01) per share. The consideration for all of the above stock shall be payable in cash or property (tangible and intangible), at a just valuation to be fixed by the Board of Directors of the Corporation.

2. **Voting Rights of Common Stock.** The Class A Common Stock shall possess and exercise all voting rights with regard to actions to be taken by shareholders of the Corporation generally, including the election of directors, and each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding Class A Common Stock shall have no cumulative voting rights in any election of directors of the Corporation. The Class B Common Stock shall not have or possess any voting rights for any purpose, except those required by law. Except for the difference in voting rights, the Class A Common Stock and the Class B. Common Stock shall be the same in all other respects and shall have all the same rights and entitlements.

**Preemptive Rights.** No shareholder of the Corporation shall have the right, upon the sale for cash or otherwise, of any new stock of the Corporation held by it in its treasury or otherwise, of the same or any other kind, class or series as that which such shareholder already holds, to purchase a pro rata or any other share of such stock at the same price at which it is offered to others by the Corporation or for any other price.

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**ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 215 North Eola Drive, Orlando, Florida 32801, and the name of the initial registered agent of this corporation at that address is Timothy J. Manor.

**ARTICLE V - BOARD OF DIRECTORS**

This corporation shall have three (3) directors. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the corporation, but shall never be less than one (1). The names and addresses of the directors are as follows:

R. Lance Walker, Sr.

931 N. Pennsylvania Avenue  
Winter Park, Florida 32789

R. Lance Walker, Jr.

931 N. Pennsylvania Avenue  
Winter Park, Florida 32789

Joseph A. Fisher

931 N. Pennsylvania Avenue  
Winter Park, Florida 32789**ARTICLE VI - INDEMNIFICATION**

The Corporation shall indemnify its officers, directors, employees and agents, and advance expenses to such persons, to the fullest extent permitted by Section 607.0850, Florida Statutes, as the same may be amended or replaced

The foregoing amendment was adopted in accordance with the applicable provisions of Section 607.0704 of the Florida Business Corporation Act by the written consent of a majority in interest of the shareholders of the Corporation dated as of December 5, 2003; such written consent represents a sufficient number of votes cast for such amendment necessary for the approval thereof.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 5 day of December, 2003.

WALKER & COMPANY, INC., a Florida  
corporation

R. Lance Walker, Sr., President