

P05000133455

(Requestor's Name)

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(City/State/Zip/Phone #)

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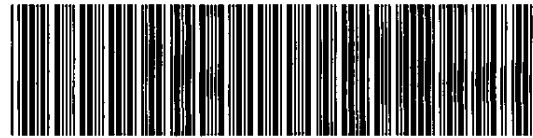
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

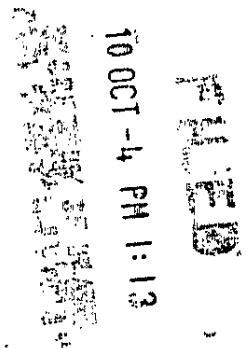
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09/14/10--01012--023 **35.00



*Amended &
Restated
w/Name Change
Dc 10/05/10*



RECEIVED

10 OCT -4 AM 8:02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 17, 2010

ALEXANDRA BROWN
ATTORNEY AT LAW
P. O. BOX 6338
DESTIN, FL 32550

SUBJECT: JODER CONSULTING, INC.
Ref. Number: P05000133455

We have received your document and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

The date of adoption of each amendment must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Connell
Regulatory Specialist II

Letter Number: 210A00022125

Alexandra Brown

Attorney at Law

P.O. Box 6338

Destin, Florida 32550

Tel: (850) 650-7555

Email: alex@brown35.com

Fax: (850) 650-7555

September 9, 2010

Secretary of State
Divisions of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

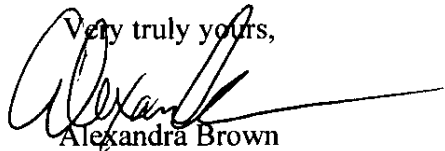
RE: JODER Consulting, Inc. / JODER Consulting, P.A.

Dear Sir or Madam:

Enclosed is one original and a copy of the Amended and Restated Articles of Incorporation for "JODER CONSULTING, INC." which is being renamed JODER CONSULTING, P.A. Please file the original and forward the file stamped copy, along with a back to the address listed above. Also enclosed is a check in the amount of \$35.00 representing the fee for the filing.

Should you have any questions, please feel free to call. Thank you for your assistance in this matter.

Very truly yours,



Alexandra Brown
Attorney at Law

Enc.

**RESTATED AND AMENDED
ARTICLES OF INCORPORATION
OF
JODER CONSULTING, INC.**

FILED
10 OCT -4 PM 1:13

Pursuant to the provisions of Section 607.194 and 621 of the Florida Statutes, the undersigned corporation, JODER CONSULTING, P.A., originally incorporated under the name of JODER CONSULTING, INC. on September 28, 2005 and having the document number P05000133455, pursuant to a resolution duly adopted by its shareholders and its board of directors, hereby adopts the following restated and amended articles of incorporation. The special minutes adopting such amendment dated September 9, 2010 are attached hereto as Exhibit A.

**AMENDED ARTICLE I
NAME & ADDRESS**

The name of this corporation is JODER CONSULTING, P.A. The principal office and mailing address of the corporation is 4372 Old Bayou Trail, Destin, FL 32541.

**ARTICLE II
DURATION**

This corporation shall exist perpetually.

**AMENDED ARTICLE III
CORPORATE PURPOSE AND POWERS**

This corporation is organized for the purpose of conducting a real estate business within the Statutes of the State of Florida. This corporation shall have all corporate powers enumerated in Chapter 607 and 621 mentioned above.

**ARTICLE IV
CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to have is One Thousand (1,000) shares of common stock having a nominal or par value of One Dollar (\$1.00) per share, which such stock shall have the entire voting power of the corporation.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4372 Old Bayou Trail, Destin, FL 32541 and the name of the initial registered agent at that address is JOSEPH E. ODER.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors is one (1). The names and addresses of the persons who are to serve as the initial Board of Directors are:

Joseph E. Oder
4372 Old Bayou Trail
Destin, FL 32541

ARTICLE VII
INITIAL INCORPORATORS

The names and addresses of the initial incorporator of this corporation is as follows:

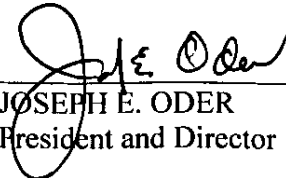
Thomas Grady Reed, III, Esq.
36468 Emerald Coast Pkwy. Suite 7102
Destin, FL 32541

ARTICLE VIII
AMENDMENT

These Amended and Restated Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by vote of 51% of the stock entitled to vote thereon. Any action of the stockholders may be taken without a meeting when consent in writing setting forth the action so taken is signed by all the persons who would be entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records.

The foregoing restated and amended articles of incorporation primarily restate and integrate the provisions of the corporation's article of incorporation as heretofore amended, and also contain certain amendments, specifically designated as "Amended" which were adopted pursuant to Section 607.194(4) of the Florida Statutes. There is no discrepancy between the corporation's articles of incorporation as heretofore amended and the provisions of the restated articles of incorporation other than the inclusion of amendments adopted pursuant to Section 607.194(4) of the Florida Statutes and the omissions of matters of historical interest.

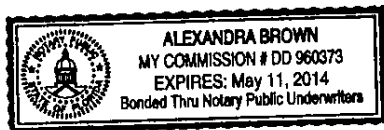
IN WITNESS WHEREOF, the undersigned, being the President and sole director of JODER CONSULTING, Inc., now named as JODER CONSULTING, P.A., have hereunto set their hand and seal on this the 9th day of September, 2010, for the purpose of amending and restating the Articles of Incorporation of the corporation hereinbefore named, a corporation to do business both within and without the State of Florida, and does make and file in the Office of the Secretary of State of Florida these Amended and Restated Articles of Incorporation and certify that the facts herein stated above are true.

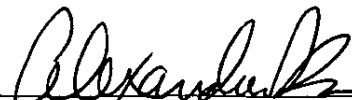

JOSEPH E. ODER
President and Director

STATE OF FLORIDA
COUNTY OF OKALOOSA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared JOSEPH E. ODER who has produced a valid driver's license as identification as the individual described in and who executed the foregoing Amended and Restated Articles of Incorporation and she acknowledged to and before me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the State and County last aforesaid this 9th day of September, 2010.



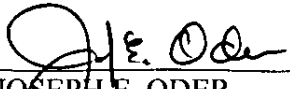

ALEXANDRA BROWN
NOTARY PUBLIC
My Commission Expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

Pursuant to Section 48.091 and 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of Florida, submits the following statement designating the registered office and registered agent in Florida.

1. The amended name of the corporation is JODER CONSULTING, P.A.
2. The address of the registered office is 4372 Old Bayou Trail, Destin, FL 32541.
3. The name of the registered agent at the registered office is JOSEPH E. ODER.

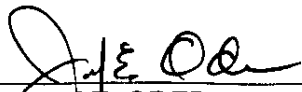
Dated: September 9, 2010.



JOSEPH E. ODER
President & Director

Having been named as registered agent and to accept service of process for the above named corporation, at the place designated in this certificate, I hereby accept appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all Florida Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: September 9, 2010.



JOSEPH E. ODER
Registered Agent

Exhibit A

**MINUTES OF THE SPECIAL MEETING
OF THE SHAREHOLDERS OF
JODER CONSULTING, INC.**

A special meeting of the shareholders of JODER CONSULTING, Inc., a Florida corporation, was held at 4372 Old Bayou Trail, Destin, FL 32541, on the 9th day of September, 2010 pursuant to the waiver of notice attached.

The following shareholders were present in person or by proxy:

Joseph E. Oder In Person (100% ownership)

Joseph E. Oder acted as chairperson and as secretary of the meeting. The chairperson declared that all shareholders of records received notice of the special meeting and its purpose, all of the shareholders were present in person, and that all had executed a waiver of notice of the meeting. The chairperson then announced the purpose of the meeting was to consider the amendment and restatement of the Articles of Incorporation of the Corporation.

After due deliberation and motions duly made and seconded, it was unanimously decided as follows:

1. JODER CONSULTING, INC. shall be amended and restated to become a professional association, and as such its name shall be changed to JODER CONSULTING, P.A.

2. The Articles of Incorporation shall be amended and restated in order to include the provisions required for professional associations in Florida Statutes 621.

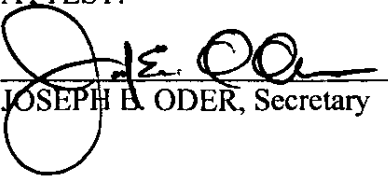
3. The officers of JODER CONSULTING, Inc. are authorized to do any and all things necessary or convenient to carry these resolutions into effect, including, but not limited to, the following:

- a. executing any and all instruments of conveyance;
- b. paying all taxes and fees;
- c. executing all documents required by law to be filed;
- d. retaining professional advisors, and
- e. doing all other things necessary or convenient to effect the amendment and restatement of JODER CONSULTING, INC. to JODER CONSULTING, P.A.

There being no further business to come before the meeting, it was, upon motion duly made, seconded, and unanimously carried, adjourned.


JOSEPH E. ODER, Chairperson

ATTEST:


JOSEPH E. ODER, Secretary