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Division of Corporations

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**P05000162078**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

**OF**

**LAW OFFICES OF DAVID W. SPICER, P.A.**

Pursuant to Section 621 of the Florida Business Corporation Act, the undersigned director, a natural person of legal age who is licensed or otherwise legally authorized to practice the profession of law and to perform legal services in the State of Florida, hereby amends and restates the professional corporation entitled LAW OFFICES OF DAVID W. SPICER, P.A. (hereinafter, the "Corporation"), a Florida corporation and does hereby certify:

**FIRST:** The Articles of Incorporation of the Corporation were filed with the Secretary of State of Florida on December 12, 2005, Document No. P05000162078.

**SECOND:** These Amended and Restated Articles of Incorporation, which supersede the original Articles of Incorporation and all amendments thereto, were adopted by all of the directors of the Corporation and its shareholders effective on January 1, 2016. To effect the foregoing, the text of the Articles of Incorporation of the Corporation is hereby restated and amended as herein set forth in full.

**ARTICLE I**

**Name and Address**

The name of the Corporation is hereby amended to read **LAW OFFICES OF SPICER & CHAMBERS, P.A.**, located at 8895 N. Military Trail, Suite 302E, Palm Beach Gardens, Florida 33410.

**ARTICLE II**

**Duration**

This Corporation shall continue its existence uninterrupted since its incorporation. This Corporation shall exist perpetually thereafter, unless sooner dissolved according to law.

**ARTICLE III**

**Purposes**

This Corporation was formed for the following purposes and shall continue to have the following powers:

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1. To engage in the practice of law as a professional corporation and to own, lease and/or operate offices for the purpose of providing professional legal services.
2. To own real and personal property, to enter into contracts and agreements, and to engage in any lawful business necessary or appropriate in the rendering of such professional services.
3. To do everything necessary, proper or convenient for the accomplishment of the purposes set forth herein, and to do every other act incidental thereto which is not forbidden under the laws of the State of Florida, or by the provisions of these Amended and Restated Articles of Incorporation.
4. The professional services provided by this Corporation shall be carried out only through officers, employees and agents, each of whom is duly licensed or otherwise legally qualified to render professional legal services as a member of the Florida Bar.

#### **ARTICLE IV**

##### **Capital Stock**

After a contemporaneous recapitalization, this Corporation is authorized to issues Ten Thousand (10,000) shares of one ten thousandth cent (\$0.0001) par value capital stock, which shall be designated as "common stock". The entire voting power for the election of directors and for all other purposes shall be in the holders of outstanding common shares.

All the shares of such common stock shall be paid for in cash, or property, real or personal, tangible or intangible, or the lease thereof, or in labor or services in lieu of cash or property, at a just valuation to be fixed by the Board of Directors of this Corporation unless otherwise forbidden by the laws of the State of Florida. The payment thereof does not have to be at the time of issuance, provided such shares are subject to calls thereon by the Corporation until such time as the whole consideration therefor shall have been paid.

#### **ARTICLE V**

##### **Registered Office and Agent**

The street address of the Corporation's registered office is 8895 N. Military Trail, Suite 302E, Palm Beach Gardens, Florida 33410.

The name of the Corporation's registered agent at that address is David W. Spicer, Esq.

#### **ARTICLE VI**

##### **Board of Directors**

This Corporation shall have at least one director. The number of directors may be either

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increased or diminished from time to time by amendment to the Bylaws adopted by the shareholders.

At any time, the shareholders may, by a majority vote, determine that the Corporation be managed by the shareholders.

## **ARTICLE VII**

### **Subscribers**

The name and address of the person signing these Amended and Restated Articles of Incorporation is:

DAVID W. SPICER, ESQ.  
8895 N. Military Trail, Suite 302E  
Palm Beach Gardens, Florida 33410

## **ARTICLE VIII**

### **Bylaws**

In the furtherance and not in limitation of the powers conferred by the laws of the State of Florida and the United States of America, the Board of Directors is expressly authorized to frame and adopt or revise any such Bylaws for the Corporation as are not inconsistent with the laws of the State of Florida or the United States of America or these Amended and Restated Articles of Incorporation. With the exception of fixing the number of directors of the Corporation, the Board of Directors are expressly authorized, without the assent of the shareholders, to add to, delete from or otherwise amend the Bylaws of the Corporation.

## **ARTICLE IX**

### **Indemnification and Limitation of Liability**

The Corporation shall continue to indemnify any officer or director, or any former officer or director of the Corporation, to the full extent permitted by law. The private property of the shareholders shall not, unless otherwise provided by law, be subject to the payment of the corporate debts to any extent whatsoever. The Corporation shall have a first lien on the shares of its shareholders and upon dividends due them for any indebtedness of such shareholders to the Corporation.

## **ARTICLE X**

### **Working Capital**

The Board of Directors shall have the authority to fix any amount which in its discretion need be reserved as working capital of the Corporation.

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## ARTICLE XI

### Amendment

The Corporation reserves the right to further amend and/or restate, add to, or repeal a provision contained in these Amended and Restated Articles of Incorporation in the manner consistent with law and in conformity with the provisions set forth in the Bylaws.

**THIRD:** The foregoing amendments were adopted by the shareholders of the Corporation. The number of votes cast for the amendments by the shareholders was sufficient for approval.

**IN WITNESS WHEREOF**, the undersigned, being the original subscriber to the capital stock hereinbefore named, for the purpose of forming a professional service corporation to do business both within and without the State of Florida, under the laws of the State of Florida, makes and files these Amended and Restated Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true as of the 1st day of January, 2016.

Dated: January 1, 2016

  
\_\_\_\_\_  
DAVID W. SPICER, SOLE SHAREHOLDER

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