

Division of Corporations

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DIVISION OF CORPORATIONS

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**RESTATED AND AMENDED
ARTICLES OF INCORPORATION
OF
CPLS, P.A.**

Pursuant to the provisions of Chapter 621, Florida Statutes, and Sections 607.1006 and 607.1007, Florida Statutes, this For Profit Professional Service Corporation adopts the Restated and Amended Articles of Incorporation contained herein, as of and effective January 1, 2020.

The undersigned being the sole Director, a natural person competent to contract hereby subscribes to and adopts these Restated and Amended Articles of Incorporation for the purpose of organizing a Professional Service Corporation under the Chapters 621 and 607, Florida Statutes.

This Restated and Amended Articles of Incorporation of CPLS, P.A., a Professional Service Corporation duly incorporated in the State of Florida on the 25TH day of April 2006, was approved by the majority of the Professional Service Corporation's shareholders, therefore, the number of votes cast for the restatement and amendment by the shareholders was sufficient for approval.

This Restated and Amended Articles of Incorporation of CPLS, P.A. consolidates all of the amendments into this single document.

The date of adoption of each amendment contained herein is January 31, 2020.

**ARTICLE I
CORPORATE NAME**

The name of this Professional Service Corporation shall be: CPLS, P.A.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of this Professional Service Corporation is: 201 E. Pine Street, Suite 445, Orlando, Florida 32801.

**ARTICLE III
PURPOSES**

In accordance with Florida Statutes Section 621.08, this Professional Service Corporation is organized for the following purposes:

(a) To engage in the practice of law, mediation and other forms of dispute resolution services, and related consulting services as a professional corporation and to

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Restated and Amended Articles of Incorporation; Page 2

own and operate a professional services firm of lawyers, mediators and other dispute resolution professionals, and related consultants for the purposes of providing legal services, mediation services, other dispute resolution services, and related consulting services.

(b) To promote research, knowledge and training in the field of law, mediation and other alternate dispute resolution methods, and related consulting services;

(c) To furnish related legal services, mediation and other dispute resolution services, related consulting services, education, training and scholarship services;

(d) To own real and personal property, enter into contracts, and engage in any lawful business necessary for the rendering of legal services, mediation and other dispute resolution services, related consulting services, education, training and scholarship services;

(e) To invest its funds in real estate, mortgages, stocks, bonds or any other types of investments;

(f) To do everything necessary, proper, or convenient to accomplish any of the purposes set forth in these articles, and to do every other act incidental to the corporate purposes which is not forbidden by the laws of the United States of America, Florida law or by the provisions of these Articles of Incorporation.

The purposes of this Corporation shall be carried out only through officers, employees, and agents, each of whom is licensed or otherwise legally qualified to render legal, mediation other dispute resolution services, and related consulting services in the State of Florida and any other jurisdiction in which its professionals are legally qualified, duly licensed and authorize to render such services.

ARTICLE IV CAPITAL STOCK

The maximum number of shares of stock that this Professional Service Corporation is authorized to issue and have outstanding at any one time shall be twenty million (20,000,000) shares of stock as follows:

- a. ten million (10,000,000) shares of common stock having a par value of one dollar (\$1.00) per share, and
- b. ten million (10,000,000) shares of preferred stock having a par value of one dollar (\$2.00) per share.

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The voting power of the shares of capital stock in this Corporation shall be vested wholly in the holders of the shares of common capital stock. The preferred capital stock shall have no voting power whatsoever. In the event of the liquidation or dissolution, or the winding up of the business affairs of the Corporation, the holders of the preferred shares of capital stock shall be and they are entitled to be paid first for the full and determined value of their shares, together with unpaid dividends up to the time of the payment; after the payment to the preferred stockholders, the remaining assets of the Corporation shall be distributed among the holders of the common capital stock to the extent of their respective shares. This Professional Service Corporation shall have the right, at its option, to retire the preferred stock upon thirty (30) days notice, by a resolution of its Board of Directors, by paying for each share of preferred stock, the fair market value thereof.

None of the shares of this Professional Service Corporation may be issued to anyone other than: (a) an individual who is duly licensed to engage in the practice of law in the State of Florida, or in any other jurisdiction in which this Professional Services Corporation does business, or (b) a professional service corporation or a professional limited liability company which is wholly owned by one or more individuals who are duly licensed to engage in the practice of law in the State of Florida, or in any other jurisdiction in which this Professional Services Corporation does business..

ARTICLE V
TERM OF EXISTENCE

This Professional Service Corporation shall have perpetual existence.

ARTICLE VI
REGISTERED OFFICE AND AGENT

The address of the Registered Office of this Professional Service Corporation is 201 E. Pine Street, Suite 445, Orlando, Florida 32801. The name of the initial Registered Agent of this Professional Service Corporation at that address is Tee Persad, Esq.

ARTICLE VII
BOARD OF DIRECTORS

The business of this Professional Service Corporation shall be managed by its Board of Director. The initial Board of Directors shall consist of one (1) member. The name and address of the member or the first Board of Director is: Tee Persad, Esq., 201 E. Pine Street, Suite 445, Orlando, Florida 32801.

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The member of the First Board of Directors shall hold office until his successor is elected and qualified as provided in the Bylaws of this Professional Service Corporation. The number of Directors of this Professional Service Corporation set forth in these Restated and Amended Articles of Incorporation shall be the authorized number of Directors until that number is changed by or in accordance with the Bylaws of this Professional Service Corporation.

ARTICLE VIII INCORPORATOR

The name and address of the person signing these Restated and Amended Articles of Incorporation and who is the Incorporator is: Tee Persad, Esq., 201 E. Pine Street, Suite 445, Orlando, Florida 32801.

ARTICLE IX INDEMNIFICATION AND ADVANCEMENT OF EXPENSES

This Professional Service Corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law either now or hereafter, including, but not limited to, Sections 607.0851, et. seq. of the Florida Statutes. This Professional Service Corporation shall also advance expenses to its directors and officers as provided in Section 6607.0853, Florida Statutes, and any other applicable law.

ARTICLE X RESTRAINT ON ALIENATIONS OF SHARES

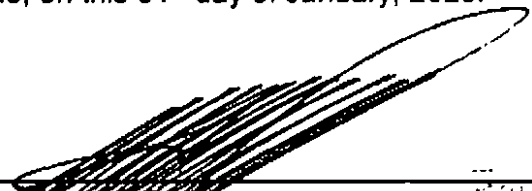
No shareholder of this Professional Service Corporation may sell or otherwise transfer any share of the capital stock of this Professional Service Corporation to any person or entity other than to an individual or entity to which this Professional Service Corporation may issue shares pursuant to Article IV hereof. The shareholder(s) and this Professional Service Corporation may enter into a separate agreement further restricting the right of any shareholder to sell or otherwise transfer any shares of the capital stock of this Professional Service Corporation and Providing for the purchase or redemption of shares in the event of any shareholder's death, disability or temporary or permanent inability to engage in the practice of dentistry in the State of Florida or in the event of any other occurrence.

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Restated and Amended Articles of Incorporation; Page 5

IN WITNESS WHEREOF I, the undersigned, being the Sole Incorporator, Sole Shareholder and Sole Director here in before named, for the purpose of forming a professional service corporation to do business under the laws of Florida, have executed these Articles of Amendment of Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, on this 31st day of January, 2020.



Tee Persad, Esq.
Incorporator/Director

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CPLS, P.A.
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501 of the Florida Statutes, the undersigned Professional Service Corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office and Registered Agent of the Professional Service Corporation in the State of Florida:

1. The name of the Corporation: CPLS, P.A.
2. The name and address of the Registered Agent and Registered Office of this Professional Service Corporation is: CPLS, P.A., 201 E. Pine Street, Suite 445, Orange County, Orlando, Florida 32801.

CPLS, P.A.

By: _____

Tee Persad, Esq.
Incorporator/Director

ACCEPTANCE BY REGISTERED AGENT

Having been named the Registered Agent of CPLS, P.A., the above stated Professional Service Corporation, at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, including Florida Statutes Section 607.0505, and I am familiar with and accept the obligations of my position as Registered Agent.

Tee Persad, Esq., Registered Agent
Dated: January 31, 2020

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