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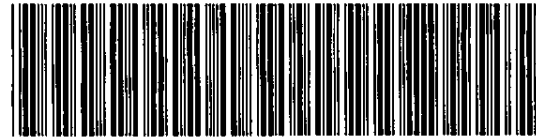
(Business Entity Name)

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
13 NOV 21 PM 2:43

Amended
@ 11/21/13
Restarted

JONES KELLER

— ATTORNEYS AT LAW —

November 21, 2013

VIA FACSIMILE
850-245-6897

Amendment Section
Attn: Irene Albritton
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: U.S. Land Professionals, Inc.
Doc. No.: P07000073029

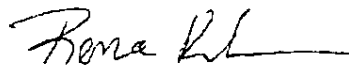
Dear Irene:

Enclosed please find the Articles of Amendment and Restatement to Articles of Incorporation of U.S. Land Professionals, Inc., Document Number, P07000073029 for filing with the Florida Department of State Division of Corporations. We were unaware that we could simply fax you the document for filing, if you have not already received our FedEx Envelope you will be receiving it shortly, please disregard and file the faxed copy. Once you have filed the document, if you please kindly give me a call at 303-573-1600 to let me know the document has been filed. Also, with regard to the additional \$35 check, please let me know if this can be used as a credit for future filings.

Thank you for your assistance.

Sincerely,

JONES & KELLER, P.C.



Renee Rubida

Legal Assistant to Brad H. Hamilton

Enclosure



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 14, 2013

RENEE RUBIDA
JONES & KELLER, PC
1999 BROADWAY - STE. 3150
DENVER, CO 80202

SUBJECT: U.S. LAND PROFESSIONALS, INC.
Ref. Number: P07000073029

We have received your document for U.S. LAND PROFESSIONALS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

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) 245-6050.

Irene Albritton
Regulatory Specialist II

Letter Number: 513A00026385

**ARTICLES OF AMENDMENT AND RESTATEMENT
TO
ARTICLES OF INCORPORATION
OF
U.S. LAND PROFESSIONALS, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
13 NOV 21 PM 2:49

U.S. Land Professionals, Inc. a Florida corporation, having its principal office at 3311 Wallace Ave., Tampa, FL, 33611 (the "**Corporation**"), hereby certifies to the Secretary of State that:

FIRST: The Corporation desires to amend and restate its Articles of Incorporation as currently in effect as hereinafter provided.

SECOND: The provisions set forth in these Articles of Amendment and Restatement of the Articles of Incorporation of the Corporation supersede the current Articles of Incorporation of the Corporation and all amendments thereto.

THIRD: These Articles of Amendment and Restatement of the Articles of Incorporation of the Corporation correctly set forth the provisions of the Articles of Incorporation of the Corporation, as amended, of the Corporation.

FOURTH: These Articles of Amendment and Restatement of the Articles of Incorporation of the Corporation shall be hereafter known as and referred to as the "First Amended and Restated Articles of Incorporation of U.S. Land Professionals, Inc."

The Articles of Incorporation of the Corporation are hereby amended by striking said Articles in their entirety, and substituting in lieu thereof the following:

**FIRST AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF**

U.S. LAND PROFESSIONALS, INC.

**ARTICLE 1
Name and Principal Office**

The name of the Corporation is U.S. Land Professionals, Inc. The Corporation's principal place of business is 3311 Wallace Ave., Tampa, FL, 33611.

**ARTICLE 2
Term of Existence**

The Corporation shall have perpetual existence.

**ARTICLE 3
Board of Directors**

3.1 Authority in Board of Directors. The corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a board of directors.

3.2 Number. The number of directors of the Corporation shall be fixed by the Bylaws, or if the Bylaws fail to fix such a number, then by resolution adopted from time to time by the Board of Directors.

3.3 Voting. Cumulative voting shall not be permitted for the election of directors or otherwise.

3.4 Directors. The directors are:

Terry Brown
3311 Wallace Ave.
Tampa, Florida 33611

Richard Coleman
1137 Oak Drive
Durango, CO 81301

Stuart Asselin
9 Bobcat Lane
Littleton, CO 80127

ARTICLE 4 **Officers**

The officers are:

Terry Brown, President
Richard Coleman, Treasurer
Stuart Asselin, Secretary

ARTICLE 5 **Powers**

The Corporation shall have and may exercise all of the rights, powers and privileges now or hereafter conferred upon corporations organized under the laws of the State of Florida to the extent permitted by applicable laws, rules and regulations. In addition, the Corporation may do everything necessary, suitable or proper for the accomplishment of any of its corporate purposes. The Corporation may conduct all or part of its business in any part of Florida, of the United States or the world and may hold, purchase, lease and convey real and personal property in any of such places.

ARTICLE 6 **Stock**

6.1 The Corporation is authorized to issue one class of stock to be designated "**Common Stock**". The total number of shares which the Corporation is authorized to issue is 150 shares of Common Stock without par value.

6.2 The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares of Common Stock then outstanding) by the affirmative vote of the holders of a majority of the stock of the Corporation entitled to vote.

6.3 The rights, preferences, privileges, restrictions and other matters relating to the Common Stock are as follows (in each case, except as otherwise set forth in this Amended and Restated Certificate of Incorporation or as may be provided by the laws of the State of Florida):

(a) Each holder of shares of Common Stock shall be entitled to one vote for each share of Common Stock held on all matters as to which holders of Common Stock shall be entitled to vote;

(b) The holders of Common Stock shall have exclusively all rights of stockholders including, but not by way of limitation:

(1) the right to receive dividends, when and as declared by the Board of Directors of the Corporation out of assets legally available therefor and

(2) in the event of any distribution of assets upon a liquidation event or otherwise, the right to receive ratably and equally all the assets and funds of the Corporation.

ARTICLE 7

Limitation on Liability

7.1 Limitation of Liability. To the fullest extent permitted by the Florida Business Corporation Act (the "Act"), as the same exists or may hereafter be amended, a Director of the Corporation shall not be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a Director; except that any such provision shall not eliminate or limit the liability of a Director to the Corporation or to its shareholders for monetary damages for any (a) breach of the Director's duty of loyalty to the Corporation or to its shareholders, (b) acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (c) acts specified in s. 607.0834 of the Act, or (d) any transaction from which the Director directly or indirectly derived an improper personal benefit.

7.2 Amendment of the Act. If the Act is hereafter amended to eliminate or limit further the liability of a Director of the Corporation, then, in addition to the elimination and limitation of liability provided by Section 6.1 above, the liability of each Director shall be eliminated or limited to the fullest extent permitted by the Act as so amended. Any repeal or modification of this Article 6 shall be prospective only and shall not adversely affect any right or protection of a Director of the Corporation existing at the time of such repeal or modification.

ARTICLE 8

Indemnification

8.1 The Company shall indemnify any person who was, is, or is threatened to be made a party to a proceeding (as hereinafter defined) by reason of the fact that he or she (a) is or was a director or officer of the Company or (b) while a director or officer of the Company, is or was serving at the request of the Company as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar function of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise, to the fullest extent permitted under the Act, as the same exists or may hereafter be amended. Such right shall be a contract right and as such shall run to the benefit of any director or officer who is elected and accepts the position of director or officer of the Company or elects to continue to serve as a director or officer of the Company while this Article 7 is in effect.

8.2 Such right shall include the right to be paid by the Company expenses incurred in defending any such proceeding in advance of its final disposition to the maximum extent permitted under the Act, as the same exists or may hereafter be amended. If a claim for indemnification or advancement of expenses hereunder is not paid in full by the Company within sixty (60) days after a written claim has been received by the Company, the claimant may at any time thereafter bring suit against the Company to recover the unpaid amount of the claim, and if successful in whole or in part, the claimant shall also be entitled to be paid the expenses of prosecuting such claim. It shall be a defense to any such action that such indemnification or advancement of costs of defense are not permitted under the Act, but the burden of proving such defense shall be on the Company. Neither the failure of the Company (including its board of directors or any committee thereof, independent legal counsel, or stockholders) to have made its determination prior to the commencement of such action that indemnification of, or advancement of costs of defense to, the claimant is permissible in the circumstances nor an actual determination by the Company (including its board of directors or any committee thereof, independent legal counsel, or stockholders) that such indemnification or advancement is not permissible shall be a defense to the action or create a presumption that such indemnification or advancement is not permissible. In the event of the death of any person having a right of indemnification under the foregoing provisions, such right shall inure to the benefit of his or her heirs, executors, administrators, and personal representatives. The rights conferred above shall not be exclusive of any other right that any person may have or hereafter acquire under any statute, bylaw, resolution of stockholders or directors, agreement, or otherwise.

8.3 Any repeal or amendment of this Article 7 shall be prospective only and shall not limit the rights of any such director or officer or the obligations of the Company with respect to any claim arising from or related to the services of such director or officer in any of the foregoing capacities prior to any such repeal or amendment to this Article 7.

8.4 The Company may additionally indemnify any employee or agent of the Company to the fullest extent permitted by law.

8.5 As used herein, the term "proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitrative, or investigative, any appeal in such an action, suit, or proceeding, and any inquiry or investigation that could lead to such an action, suit, or proceeding.

ARTICLE 9

Registered Office and Agent

The address of the registered office of the Corporation is 3311 Wallace Ave., Tampa, Florida 33611. The name of the Corporation's registered agent at such address is Terry Brown. The name and mailing address of the individual who causes this document to be delivered for filing, and to whom the Secretary of State may deliver notice if filing of this document is refused, is Brad H. Hamilton, Jones & Keller, P.C., 1999 Broadway, Suite 3150, Denver, Colorado 80202.

U.S. LAND PROFESSIONALS, INC.

By: 

Terry Brown, its president
November 7, 2012

The date of each amendment(s) adoption: November 6, 2013, if other than the date this document was signed.

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

☒ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

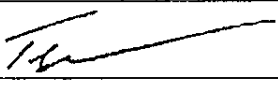
"The number of votes cast for the amendment(s) was/were sufficient for approval

by _____."
(voting group)

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated November 7, 2013

Signature 
(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Terry Brown
(Typed or printed name of person signing)

President
(Title of person signing)