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TALLAHASSEE, FLORIDA

CRM
12-10-14



Buckner

Michael L. Buckner, Esquire
Email: mbuckner@bucknersportslaw.com

December 1, 2014

Department of State
Division of Corporations
Corporate Filings
PO Box 6327
Tallahassee, FL 32314

Dear Sir or Madame,

This letter (and enclosures) is submitted to the Department of State, Division of Corporations, for filing purposes. Specifically, I have enclosed the following:

1. Amended Articles of Incorporation of Michael L. Buckner Law Firm, P.A.
2. Buckner Board of Directors and Shareholders Resolution 2014-2, Amendment to the Articles of Incorporation
3. Filing payment of \$35.00

If you have any questions regarding the aforementioned, please contact me at 954.941.1844.

Sincerely,

Michael L. Buckner

Enclosures

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Buckner
Board of Directors and Shareholders Resolution 2014-2
Amendment to the Articles of Incorporation
December 1, 2014

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TALLAHASSEE, FLORIDA

Michael L. Buckner, Shareholder, President, Treasurer, Secretary and Director of the Michael L. Buckner Law Firm, P.A., a corporation organized and existing under the laws of the State of Florida ("Corporation"), do hereby certify that the following is a true and correct copy of a resolution duly adopted at a special meeting of the Board of Directors (and since the Board of Directors is composed of all Shareholders of the Corporation, it also constituted a duly called meeting of the Shareholders), which duly held and convened December 1, 2014, at which meeting a duly constituted quorum of the Board of Directors were present and acting throughout, and that such resolution has not been modified, rescinded or revoked, and is at present in full force and effect:

RESOLVED: The Board of Directors and Shareholders find it to be in the best interest of the Corporation to amend the Articles of Incorporation dated November 12, 2007, in its entirety to read as included in the attached Amended Articles of Incorporation.

RESOLVED: The Amended Articles of Incorporation was approved by majority vote of the Board of Directors of the Corporation. Further, the amendment was approved by the Shareholders of the Corporation, and the number of votes cast for the amendment by the Shareholders was sufficient for approval.

FURTHER RESOLVED: The officers of this Corporation are hereby directed to file the Amended Articles of Incorporation with the Florida Department of State, Division of Corporations.

IN WITNESS WHEREOF, the undersigned has affixed his signature December 1, 2014. The Corporation has no corporate seal.

Michael L. Buckner
Secretary

Buckner
Board of Directors and Shareholders Resolution 2014-2
December 1, 2014
Page No. 2 of 2

I, Michael L. Buckner, Sole Shareholder, President, Treasurer and Secretary of the Corporation, do hereby certify that I am the duly elected Secretary of the Corporation. I also certify that the signature set forth above is the correct signature of the person therein designated. I further certify the Corporation has executed this resolution for the purposes stated herein for and on behalf of the Corporation.

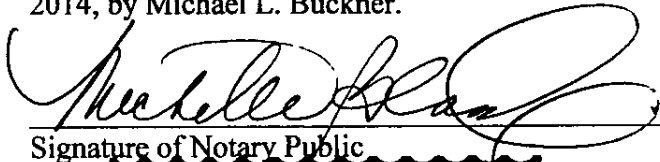
IN WITNESS WHEREOF, the undersigned has affixed his signature December 1, 2014.



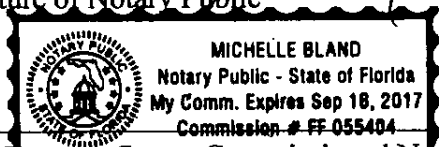
Michael L. Buckner
Shareholder, President, Treasurer and Secretary

State of Florida
County of Broward

The foregoing instrument was sworn to (or affirmed) and subscribed before me December 1, 2014, by Michael L. Buckner.



Signature of Notary Public



Print, Type or Stamp Commissioned Name of Notary Public

Personally Known: ☒ OR Produced Identification: _____

Type of Identification Produced: _____

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**AMENDED ARTICLES OF INCORPORATION
OF
MICHAEL L. BUCKNER LAW FIRM, P.A.**

December 1, 2014

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, and the December 1, 2014, adoption by the Board of Directors and Shareholders (and with the sufficient number of Shareholders votes cast for the approval of the amendment), the Michael L. Buckner Law Firm, P.A., a Florida for-profit professional association, adopts and certifies the following Amended Articles of Incorporation, which replaces in its entirety the Articles of Incorporation dated November 28, 2007 (and filed November 15, 2014):

ARTICLE I: NAME

The name of the Corporation shall be: Michael L. Buckner Law Firm, P.A.

ARTICLE II: PRINCIPAL AND REGISTERD OFFICE AND AGENT

1. The Corporation's principal place of business, mailing address and registered office shall be 7771 West Oakland Park Boulevard, Suite 162, Sunrise, Florida 33351 USA.
2. The registered agent ("Agent") of the Corporation is Michael L. Buckner. The Agent has a business office identical with the registered office listed in Section 1 of this Article.

ARTICLE III: PURPOSE

The purpose for which the Corporation is organized is to practice the profession of law, as well to engage in any lawful act or activity for which professional corporations or associations may be formed under Chapters 607 and 621, Florida Statutes.

ARTICLE IV: TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE V: SHARES

1. The Corporation has the authority to issue a total of 1,000 shares of common stock, par value of \$1.00 per share.
2. A share of stock may only be issued, sold or transferred to individuals who are licensed to practice law in the State of Florida or other jurisdictions within the United States of America.

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ARTICLE VI: BOARD OF DIRECTORS

1. The business of the Corporation shall be conducted by the Board of Directors, which shall be comprised of all Shareholders of the Corporation.
2. A meeting of the Board of Directors shall be considered a meeting of the Shareholders under Florida law when noticed as such.
3. The Board of Directors has the authority to create committees, task forces or other bodies (and to assign Shareholders, employees or agents of the Corporation to such entities) to assist the Board with fulfilling its duties under the Articles of Incorporation.

ARTICLE VII: OFFICERS

The officers of the Corporation shall include the following: President; Vice-President; Treasurer; and Secretary. The Board of Directors has the authority to create others positions to assist the Corporation's officers with carrying out the officers' duties, as well as to implement the Articles of Incorporation, the Bylaws or resolutions of the Board of Directors.

ARTICLE VIII: BYLAWS

The Board of Directors, by majority vote at an annual, regular or special meeting, is authorized to establish and amend Bylaws of the Corporation not inconsistent with the Amended Articles of Incorporation.

ARTICLE IX: LIMITATION OF DIRECTOR LIABILITY

1. No director shall be personally liable for monetary damages to the Corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, by a director, unless: (a) the director breached or failed to perform his duties as a director; and (b) the director's breach of, or failure to perform, those duties constitutes (i) a violation of the criminal law, unless the director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful, (ii) a transaction from which the director derived an improper personal benefit, either directly or indirectly, (iii) a circumstances under which the liability provisions of the Florida Business Corporation Act (Chapter 607, Florida Statutes) are applicable, (iv) in a proceeding by or in the right of the Corporation to procure a judgment in its favor or by or in the right of a shareholder, conscious disregard for the best interest of

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TALLAHASSEE, FLORIDA

the Corporation, or willful misconduct, or (v) in a proceeding by or in the right of someone other than the Corporation or a shareholder, recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.

2. For purposes of this Article, the term "recklessness" means the action, or omission to act, in conscious disregard of a risk: (a) known, or so obvious that it should have been known, to the director; and (b) known to the director, or so obvious that it should have been known, to be so great as to make it highly probable that harm would follow from such action or omission.

ARTICLE X: INDEMNIFICATION

1. Each person (including here and hereinafter, the heirs, executors, administrators, or estate of such person) (a) who is or was a director or officer of the Corporation, (b) who is or was an agent or employee of the Corporation other than an officer and as to whom the Corporation has agreed to grant such indemnity, or (c) who is or was serving at the request of the Corporation as its representative in the position of a director, officer, agent or employee of another corporation, partnership, joint venture, trust or other enterprise and as to whom the Corporation has agreed to grant such indemnity, shall be indemnified by the Corporation as of right to the fullest extent permitted or authorized by current or future legislation or by current or future judicial or administrative decision (but, in the case of any such future legislation or decision, only to the extent that it permits the Corporation to provide broader indemnification rights than permitted prior to such legislation or decision), against any fine, liability, cost or expense, including attorney's fees asserted against him or incurred by him in his capacity as such director, officer, agent, employee, or representative, or arising out of his status as such director, which indemnification shall not be exclusive of other rights to which those seeking an indemnification may be entitled. The Corporation may maintain insurance, at its expense, to protect itself and any such person against any such fine, liability, cost or expense, whether or not the Corporation would have the legal power to directly indemnify him against such liability.
2. Costs, charges and expenses (including attorney's fees) incurred by a person referred to in Section 1 of this Article in defending a civil or criminal suit, action or proceeding shall be paid by the Corporation in advance of the final disposition thereof upon receipt, in the case of an officer or director, of an undertaking to repay all amounts so advanced in the event it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation as authorized by this Article, and upon satisfaction of such other conditions as are required by

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current or future legislation (but, with respect to future legislation, only to the extent that it provides conditions less burdensome than those previously provided). Such costs, charges and expenses incurred by other employees and agents may be so paid upon such terms and conditions, if any, as the Board of Directors may deem appropriate.

3. If this Article or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify each person described in Section 1 of this Article to the fullest extent permitted by any applicable portion and to the fullest extent permitted by law.

ARTICLE XI: SHAREHOLDER ACTION

1. No action required or permitted by the Florida Business Corporation Act to be taken at an annual, regular or special meeting of the Shareholders may be taken by the Shareholders of the Corporation without such a meeting.
2. An action of the Board of Directors, which is comprised of all Shareholders of the Corporation, approved in a meeting conducted pursuant to the Amended Articles of Incorporation and Bylaws shall be considered to be an action authorized by the Shareholders under the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has affixed his signature December 1, 2014.
The Corporation has no corporate seal.



Michael L. Buckner
Secretary

Buckner
Amended Articles of Incorporation
December 1, 2014
Page No. 5 of 5

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TALLAHASSEE, FLORIDA

I, Michael L. Buckner, Sole Shareholder, President, Treasurer and Secretary of the Corporation, do hereby certify that I am the duly elected Secretary of the Corporation. I also certify that the signature set forth above is the correct signature of the person therein designated. I further certify the Corporation has adopted said Amended Articles of Incorporation for the purposes stated herein for and on behalf of the Corporation.

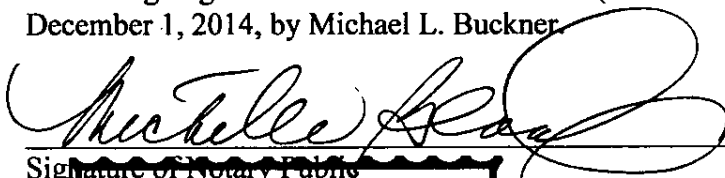
IN WITNESS WHEREOF, the undersigned has affixed his signature December 1, 2014.



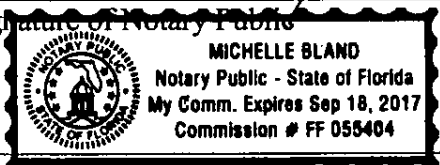
Michael L. Buckner
Shareholder, President, Treasurer and Secretary

State of Florida
County of Broward

The foregoing instrument was sworn to (or affirmed) and subscribed before me
December 1, 2014, by Michael L. Buckner.



Signature of Notary Public



Print, Type, or Stamp Commissioned Name of Notary Public

Personally Known: ☒ OR Produced Identification: ☐

Type of Identification Produced: _____