

# POS0000017410

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(\*) Attn: Irene Albritton

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CITON AGENCY, INC.

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August 4, 2008

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

CITON AGENCY, INC.  
8900 KEYSTONE CROSSING, STE. 530  
INDIANAPOLIS, IN 46240

SUBJECT: CITON AGENCY, INC.  
REF: P08000017410

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Please entitle your document Amended and Restated Articles of Incorporation.

If you have any questions concerning this matter, please either respond in writing or call (850) 245-6964.

Irene Albritton  
Regulatory Specialist II

Letter Number: 708A00044356

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Amended and Restated  
ARTICLES OF INCORPORATION  
OF  
CITON AGENCY, INC.

CITON Agency, Inc. (the "Company"), existing pursuant to the provisions of the Florida Business Corporation Act, as amended (the "Act"), desiring to give notice of corporate action effectuating the amendment and restatement of its Articles of Incorporation sets forth the following facts:

ARTICLE I  
Amended and Restated

Section 1. Date of Incorporation. The date of incorporation of the Company is Feb. 18, 2008

Section 2. Name. The name of the Company following this amendment and restatement of the Articles of Incorporation, as amended, is CITON Agency, Inc.

Section 3. Text of Amended and Restated Articles of Incorporation. The exact text of the Amended and Restated Articles of Incorporation is attached hereto as Exhibit A and incorporated herein.

Section 4. Effective Date and Time. The Amended and Restated Articles of Incorporation of the Company shall be effective as of the date and time of the filing of these Articles of Amendment and Restatement of the Articles of Incorporation of the Company with the Florida Secretary of State, as evidenced by the Secretary of State's date and time endorsement thereon.

ARTICLE II  
MANNER OF ADOPTION

Section 1. Action by Directors. The Board of Directors of the Company duly adopted, by unanimous written consent dated July 30, 2008, resolutions approving the amendments to and the restatement of the Articles of Incorporation of the Company.

Section 2. Action by Shareholders. The shareholders duly adopted, by written consent dated as of July 30, 2008, resolutions approving the amendments to and the restatement of the Articles of Incorporation of the Company.

Section 3. Compliance with the Legal Requirements. The manner of the adoption of the Amended and Restated Articles of Incorporation of the Company and the vote by which they were adopted constitute full legal compliance with the provisions of the Act, the Articles of Incorporation and the By-Laws of the Company.

IN WITNESS WHEREOF, the undersigned, being a duly elected current officer of the Company, hereby executes the foregoing Articles of Amendment and Restatement of Articles of Incorporation of the Company and certifies, subject to penalties of perjury, that the statements contained herein are true, on this 30 day of July, 2008.

A handwritten signature in cursive script, appearing to read "S. Alonso", is written over a horizontal line.

Steven Alonso, President

**EXHIBIT A**  
**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**CITON AGENCY, INC.**

The following Amended and Restated Articles of Incorporation of CITON AGENCY, INC., a Florida corporation originally incorporated on February 18, 2008 (the "Company"), duly adopted pursuant to the provisions of the Florida Business Corporation Act, as amended (hereinafter referred to as the "Act"), supersede and take the place of the existing Articles of Incorporation of the Company and any and all amendments thereto:

**ARTICLE 1**  
**NAME**

The name of the corporation shall be CITON Agency, Inc. For convenience, the corporation shall be referred to in this instrument as the "Company," these Articles of Incorporation as the "Articles", and the By-laws of the Company as the "By-laws."

**ARTICLE 2**  
**OFFICE**

The principal office and mailing address of the Company shall be 3077 East 98<sup>th</sup> Street, Suite 180, Indianapolis, Indiana 46280, or at such other place as may be subsequently designated by the Board of Directors. All books and records of the Company shall be kept at its principal office or at such other place as may be permitted by applicable law.

**ARTICLE 3**  
**PURPOSE**

The general nature of the business to be transacted by the Company shall be to engage in any and all business permitted under the laws of the State of Florida, including, without limitation, acting as a managing general agency.

**ARTICLE 4**  
**POWERS**

The Company shall have all of the common-law and statutory powers of a corporation for profit under the Laws of Florida, except as expressly limited or restricted by the terms of these Articles or the By-laws, and all of the powers and duties reasonably necessary to operate the Company pursuant to the By-laws, as they may be amended from time to time.

ARTICLE 5  
AUTHORIZED SHARES

The Company shall be authorized to issue up to one hundred thousand (100,000) shares, having no par value.

ARTICLE 6  
TERM OF EXISTENCE

The Company shall have perpetual existence until such time as the Company shall be dissolved and its affairs wound up in accordance with applicable law.

ARTICLE 7  
INDEMNIFICATION

7.1 Personal Liability. The personal liability of the directors of the Company is hereby eliminated to the fullest extent permitted under the Laws of Florida, as the same may be amended and supplemented from time to time. Without limiting the generality of the foregoing, no director of the Company shall be liable to the Company or its shareholders for monetary damages (including, without limitation, any judgment, amount paid in settlement, fine, penalty, punitive damages, or expense of any nature including attorney's fees) for breach of any duty as a director, except for liability: (i) for any breach of the director's duty of loyalty to the Company or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law, or (iii) under Florida Statute §607.0831 or as provided in §607.0850, or (iv) for any transaction from which the director derived an improper personal benefit either directly or indirectly. No amendment to or repeal of this Article 7 shall apply to or have any effect on the liability or alleged liability of any director of the Company on, for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

7.2 Indemnification. The Company shall, to the fullest extent permitted by the provisions of Florida Statutes §607.0831 and §607.0850, as the same may be amended and supplemented, indemnify the directors and officers whom it shall have power to indemnify under said sections from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said sections, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of such a person.

7.3 Amendment. No amendment, modification or repeal of this Article 7 shall adversely affect any right or protection of a director that exists at the time of such amendment, modification or repeal.

**ARTICLE 8**  
**DIRECTORS**

8.1 Number. The number of directors shall be fixed by the By-Laws of the Corporation.

8.2 Election; Removal. Directors of the Company shall be elected at the annual meeting of the shareholders in the manner determined by and subject to the qualifications set forth in the By-laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-laws. Elections of directors need not be by written ballot except and to the extent provided in the By-laws of the Company.

**ARTICLE 9**  
**AMENDMENTS**

Amendments to these Articles shall be proposed and adopted in the following manner:

9.1 Notice. Notice of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered and shall be otherwise given in the time and manner provided in Chapter 607, Florida Statutes. Such notice shall contain the proposed amendment or a summary of the changes to be affected thereby. Amendments to these Articles may also be adopted by written consent as provided in the By-laws and Chapter 607, Florida Statutes.

9.2 Adoption. Amendments shall be proposed and adopted in the manner provided under applicable Florida law.

9.3 Filing. A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of applicable Florida law.

**ARTICLE 10**  
**INITIAL REGISTERED OFFICE:**  
**ADDRESS AND NAME OF REGISTERED AGENT**

The initial registered office of the Company shall be at 1200 South Pine Island Road, Plantation, Florida 33324, with the privilege of having its office and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be CT Corporation.