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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
KINGSFORD LAW OFFICES, PA, a Florida legal professional services corporation
INTO
ALFANO LAW OFFICES, PA, a Florida legal professional services corporation

Pursuant to the authority of §607.1105 of the Florida Business Corporation Act (the "Florida Act"), KINGSFORD LAW OFFICES, PA, a Florida legal professional services corporation ("KLO"), and ALFANO LAW OFFICES, PA, a Florida legal professional services corporation ("ALO"), adopt the following Articles of Merger:

- (1) **ARTICLE FIRST:** KLO shall be merged into ALO, and ALO shall be the surviving corporation (the "Merger"). Hereinafter, KLO and ALO are sometimes collectively referred to as the "Constituent Corporations."
- (2) **ARTICLE SECOND:** The name of the surviving corporation of the Merger is: ALFANO KINGSFORD, PA.
- (3) **ARTICLE THIRD:** A Plan of Merger, a copy of which is attached hereto as *Exhibit 1* and incorporated herein by reference, has been unanimously adopted and approved by the Board of Directors and the sole shareholder of KLO by written consent, effective December 8, 2016, pursuant to the authority of, respectively, §607.0821 and §607.0704 of the Florida Act, and unanimously adopted and approved by the Board of Directors and the sole shareholder of ALO, the surviving corporation, by written consent, effective December 8, 2016, pursuant to the authority of, respectively, §607.0821 and §607.0704 of the Florida Act.
- (4) **ARTICLE FOURTH:** The shares of each of the Constituent Corporations entitled to vote on and voting in favor of the Merger is as follows:

	<u>Entitled to Vote</u>	<u>Voting in Favor</u>
(i) KLO:	100 Common Shares	100 Common Shares
(ii) ALO:	100 Common Shares	100 Common Shares
- (5) **ARTICLE FIFTH:** The effective date and time of the merger shall be 5:00 p.m., EST, on December 31, 2016.

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be signed by their respective duly authorized officers as of the 8th day of December, 2016.

KINGSFORD LAW OFFICES, PA

By: 
Robert A. Kingsford, President

ALFANO LAW OFFICES, PA

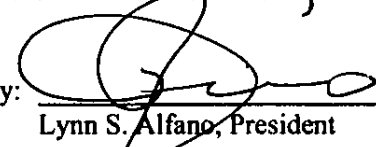
By: 
Lynn S. Alfano, President

EXHIBIT 1

PLAN OF MERGER

(1) *Merger.* Kingsford Law Offices, PA, a Florida legal professional services corporation ("KLO"), shall be merged with and into Alfano Law Offices PA, a Florida legal professional services corporation (the "Merger"). Alfano Law Offices PA ("ALO") shall be the surviving corporation (hereinafter sometimes referred to as the "Surviving Corporation"). The Merger shall become effective at 5:00 p.m., EST, on December 31, 2016, following the filing of Articles of Merger with the Department of State of Florida in accordance with the provisions of applicable law (the "Effective Time").

(2) *Articles of Incorporation and Bylaws.* The Articles of Incorporation of the Surviving Corporation, from and after the Effective Time, shall be the Amended and Restated Articles of Incorporation of the Surviving Corporation in the form attached hereto as *Exhibit A*. The Bylaws of ALO shall, as of the Effective Time, become the Bylaws of the Surviving Corporation, without change or amendment until hereafter amended in accordance with the provisions thereof and applicable law.

(3) *Conversion/Cancellation of Shares.*

(a) All Common Shares of KLO issued and outstanding immediately prior to the Effective Date shall, in the aggregate, by virtue of the Merger, and without any action on the part of the holder thereof, be automatically converted, as of the Effective Time, into Fifty (50) Common Shares of the Surviving Corporation. KLO has no shares other than Common Shares authorized or issued and outstanding.

(b) All outstanding Common Shares of ALO immediately prior to the Effective Time shall, in the aggregate, by virtue of the Merger, and without any action on the part of the holder thereof, be automatically converted, as of the Effective Time, into Fifty (50) Common Shares of the Surviving Corporation. ALO has no shares other than Common Shares authorized or issued and outstanding.

EXHIBIT A

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF ALFANO LAW OFFICES, PA (a Florida professional services corporation)

Pursuant to the authority of Sections 607.1003 and 607.1101 of the Florida Business Corporation Act, Chapter 607, Florida Statutes (the "FBCA"), and pursuant to the authority of §621.13 of the Florida Professional Service Corporation and Limited Liability Company Act, Chapter 621, Florida Statutes (the "PSCA"), the Articles of Incorporation of ALFANO LAW OFFICES, PA, a professional services corporation organized and existing under the laws of the state of Florida, which Articles of Incorporation were initially filed with the Florida Department of State on January 8, 2009, are hereby amended and restated in their entirety as follows:

ARTICLE I - NAME

The current name of the Corporation is **ALFANO LAW OFFICES, PA**; *provided, however*, that, upon the filing of these Amended and Restated Articles of Incorporation with the Florida Department of State, the name of the corporation shall be changed to **ALFANO KINGSFORD, PA** (hereinafter called the "Corporation").

ARTICLE II - PRINCIPAL OFFICE AND REGISTERED AGENT

The street and mailing address of the current principal place of business of the Corporation is 151 Southhall Lane, Ste. 130, Maitland, FL 32751, such principal place of business of the Corporation may be relocated to such address and city within or without the state of Florida as may be designated by the Board of Directors of the Corporation (the "Board of Directors") from time to time. The name and address of the Corporation's current registered agent in the state of Florida, whose consent to appointment as registered agent has been previously filed with the Florida Department of State, is hereby changed to Joseph R. Panzl, Panzl & Company, P.A., 700 W. Morse Blvd., Suite 200, Winter Park, FL 32789.

ARTICLE III - PURPOSE

The Corporation is formed to engage in the professional practice of law and the provision of legal and related services, and may also engage in any lawful act or activity for which corporations may be organized under the FBCA and the PSCA, including any amendments thereto.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is One Hundred (100) shares of common stock, par value \$0.001 per share, all of which shall be voting Common Shares. The Shares of capital stock of the Corporation are subject to the restrictions on issuance and alienation contained within the PSCA.

ARTICLE V - BOARD OF DIRECTORS

The Board of Directors shall consist of two (2) members. All 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, the Board of Directors. Members of the Board of Directors must be natural persons who are at least eighteen (18) years of age but need not be residents of Florida or shareholders of the Corporation.

ARTICLE VI - LIMITATION OF LIABILITY

To the fullest extent permitted under the FBCA and other applicable law, no director of the Corporation shall be personally liable to the Corporation or any of its shareholders or any other person for monetary damages for or relating to any statement, vote, decision, or failure to act, regarding corporate management or policy, by such director, in such capacity, unless the breach or failure to perform his or her duties as a director satisfies the standards for liability set forth in Section 607.0831(1) of the FBCA (or a successor provision of such law) as the same exists or may hereafter be amended. To the fullest extent permitted under the FBCA and other applicable law, a director of the Corporation shall not be or held liable for any action taken as a director, or any failure to take action, if he or she performed the duties of his or her office in compliance with Section 607.0830 of the FBCA (or a successor provision of such law) as the same exists or may hereafter be amended. If the FBCA is amended hereafter to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent authorized by the FBCA, as so amended. Any repeal or modification of this Article VI shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

ARTICLE VII - INDEMNIFICATION

The Corporation shall indemnify its directors and officers to the fullest extent authorized or permitted by law, as now or hereafter in effect, and such right to indemnification shall continue as to a person who has ceased to be a director or officer of the Corporation and shall inure to the benefit of his or her heirs, executors, administrators, and personal and legal representatives; *provided, however*, that, except for proceedings to enforce rights to indemnification the Corporation shall not be obligated to indemnify any director or officer (or his or her heirs, executors, administrators, or personal or legal representatives) in connection with a proceeding (or part thereof) initiated by such person unless such proceeding (or part thereof) was authorized or consented to by the Board of Directors. The right to indemnification conferred by this Article VII shall include the right to be paid by the Corporation the expenses incurred in defending or otherwise participating in any proceeding in advance of its final disposition only upon the Corporation's receipt of an undertaking by or on behalf of the director or officer to repay such amounts if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Article VII.

The Corporation may, to the extent authorized from time to time in the Corporation's Bylaws or otherwise by resolution of the Board of Directors, provide rights to indemnification and to the advancement of expenses to employees and agents of the Corporation similar to those conferred by this Article VII to directors and officers of the Corporation. The rights to indemnification and to the advancement of expenses conferred in this Article VII shall not be exclusive of any other right(s) which any person may have or hereafter acquire under these Amended and Restated Articles of Incorporation, the Bylaws of the Corporation, any statute, agreement, or vote of shareholders or disinterested directors, or otherwise.

Any repeal or modification of this Article VII shall not adversely affect any right to indemnification and to the advancement of expenses of a director or officer of the Corporation existing at

the time of such repeal or modification with respect to any act or omission occurring prior to such repeal or modification. The Corporation shall have the power and authority to purchase and maintain insurance (including, without limitation, errors and omissions insurance) on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability or expenses asserted against him or whether or not the Corporation would have the power to indemnify him or her against such liability or expenses under the provisions of this Article VII.

ARTICLE VIII - BYLAW AMENDMENTS

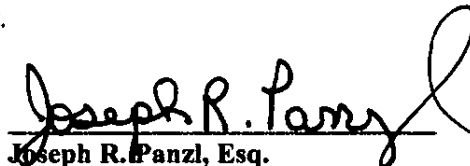
In furtherance and not in limitation of the powers conferred by the laws of the state of Florida, each of the Board of Directors and the shareholders is expressly authorized and empowered to make, alter, amend, and repeal the Bylaws of the Corporation in any respect not inconsistent with the laws of the state of Florida or with these Amended and Restated Articles of Incorporation. For the shareholders to make, alter, amend, or repeal the Bylaws of the Corporation in any respect, such action (in addition to any other vote required under applicable law or elsewhere in these Amended and Restated Articles of Incorporation) must be approved by the affirmative vote of the holders of a majority of the outstanding shares of capital stock entitled to vote thereon. The Corporation's Board of Directors may freely alter, amend, or repeal the Bylaws of the Corporation unless: (a) these Amended and Restated Articles of Incorporation or the FBCA (as the same exists or may hereafter be amended) reserves the power to alter, amend, or repeal the Bylaws generally or a particular Bylaw provision exclusively to the shareholders; or, (b) the shareholders of the Corporation, in altering, amending, or repealing the Bylaws generally or a particular Bylaw provision, provide expressly that the Board of Directors may not alter, amend, or repeal the Bylaws or that Bylaw provision.

ARTICLE X - AMENDMENTS TO ARTICLES OF INCORPORATION

The Corporation reserves the right to alter, amend, or repeal any provision contained in these Amended and Restated Articles of Incorporation, or any amendment thereto, in the manner provided in the FBCA (as the same exists or may hereafter be amended), and any and all rights conferred upon the shareholders are subject to this reservation.

ACCEPTANCE BY REGISTERED AGENT

The undersigned, Joseph R. Panzl, Esq., as registered agent appointed in accordance with the foregoing Amended and Restated Articles of Incorporation, does hereby accept such appointment, and does hereby state that he is familiar with, and accepts, the obligations imposed pursuant to §607.0501 and §607.0505 of the Florida Business Corporation Act.


Joseph R. Panzl, Esq.