

PO9000068200

(Requestor's Name)

Kenneth S. Gluckman, Esquire  
General Counsel Advisors, P.A.  
1065 W. Morse Blvd., Ste. 101  
Winter Park, FL 32789

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

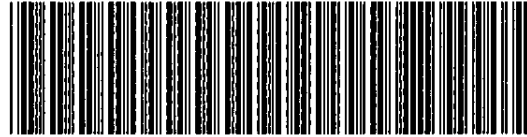
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



000244492580

02/11/13--01023--007 \*\*35.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
13 FEB 11 PM 2:55

Amended & Retained

FEB 12 2013

T. BROWN

General Counsel Advisors, P.A.

February 8, 2013

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

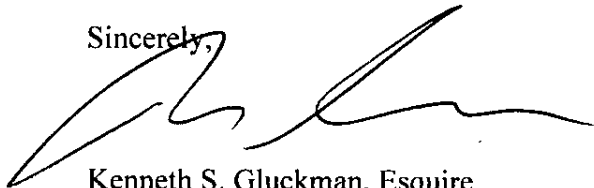
**RE: ARCHPOINT CORP.**  
**DOCUMENT NUMBER: P09000068200**

Dear Sir/Madam:

Enclosed please find the Second Amended and Restated Articles of Incorporation of Archpoint Corp. and the \$35.00 filing fee.

Please contact me at the number listed below with any questions.

Sincerely,

A handwritten signature in black ink, appearing to read 'K. Gluckman', with a stylized flourish at the end.

Kenneth S. Gluckman, Esquire

KSG/cs  
Enclosure

**SECOND AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
ARCHPOINT CORP.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
13 FEB 11 PM 2:55

**DOCUMENT NUMBER P09000068200**

**ARTICLES OF INCORPORATION ORIGINALLY FILED ON  
August 12, 2009 and AMENDED AND RESTATED on February 14, 2011  
The Amended and Restated Articles of Incorporation are further amended and restated to  
amend Article IV, paragraph 2, by adding subparagraph (e) and re-designating  
subparagraphs (e) and (f) as subparagraphs (f) and (g) respectively, as provided below.**

**ARTICLE I**

Name, Principal Place of Business, and Duration

The name of the Corporation is **ArchPoint Corp.** The principal place of business of the Corporation is 605 E. Robinson Street, Suite 730, Orlando, Florida 32801. The duration of the Corporation is perpetual.

**ARTICLE II**

Registered Office and Agent

The address of the registered office in the State of Florida is 8564 Christopher's Haven Court, in the City of Sanford, County of Seminole. The name of the registered agent at such address is John A. Cooper.

**ARTICLE III**

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Business Corporation Act of Florida.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Business Corporation Act of Florida.

**ARTICLE IV**

Capital Stock

1. The total number of shares of capital stock which the Corporation has the authority

to issue is 2,100,000 shares, consisting of 100,000 shares of Series A Common Stock and 2,000,000 shares of Series B Common Stock.

2. The designations, voting powers, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions of the above stock are as follows:

(a) The holders of the Common Stock are entitled to receive, to the extent permitted by law, such dividends as may be declared from time to time by the Board of Directors.

(b) In the event of the voluntary or involuntary liquidation, dissolution, distribution of assets or winding up of the Corporation, after distribution in full of the preferential amounts, if any, to be distributed to the creditors and holders of shares of preferred stock, if any such stock shall be authorized herein and issued, the holders of Common Stock shall be entitled to receive all of the remaining assets of the Corporation of whatever kind available for distribution to shareholders ratably in proportion to the number of shares of Common Stock held by them respectively. The Board of Directors may distribute in kind to the holders of Common Stock such remaining assets of the Corporation or may sell, transfer or otherwise dispose of all or any part of such remaining assets to any other corporation, trust or other entity and receive payment therefor in cash, stock or obligations of such other corporation, trust or other entity, or any combination thereof, and may sell all or any part of the consideration so received and distribute any balance thereof in kind to holders of Common Stock. The merger or consolidation of the Corporation into or with any other corporation, or the merger of any other corporation into it, or any purchase or redemption of shares of stock of the Corporation of any class, shall not be deemed to be a dissolution, liquidation or winding up of the Corporation for the purposes of this paragraph.

(c) Each holder of Series A Common Stock has one vote with respect to each share of stock held by the holder of record on the books of the Corporation on all matters voted upon by the shareholders and to elect a majority of the members of the Board of Directors (such as two of three directors or three of five directors).

(d) Each holder of Series B Common Stock has one vote with respect to each share of stock held by the holder of record on the books of the Corporation on all matters voted upon by the shareholders and to elect a minority of the members of the Board of Directors (such as one of three directors or two of five directors).

(e) At any time there shall be an equal number of Series A Directors and Series B Directors and such Directors shall be deadlocked on a vote or action by written consent:

(i) The vote or written action of a majority the Series A Directors on a matter shall be deemed the vote or written action of a majority of the all of the Directors; and,

(ii) If there is no majority vote or written action of the Series A Directors, the majority vote or written action of both Series A Directors and Series B Directors shall be deemed the vote or written action of a majority of the all of the Directors; and,

(iii) If there is no majority vote or written action of the Series A Directors and Series B

Directors, the matter shall be submitted to the Series A and Series B Shareholders for vote or written action on the matter.

(iv) In the event that there is no majority vote or written action of the Series A and Series B Shareholders, the Company shall be deemed deadlocked on the matter and matter shall be submitted to an unaffiliated individual selected by the Series A Shareholders who shall serve as a Series A Director solely for voting or acting by written consent on the matter; and such individual shall vote or act in writing on the matter, so as to break the deadlock among and between the Series A Directors and Series A and Series B Shareholders.

(f) The private property of the shareholders of this Corporation shall not be subject to the payment of corporate debts, except to the extent of any unpaid balance of subscription of shares.

(g) Any person, upon becoming the owner or holder of any shares of the Common Stock or other securities having voting rights issued by this Corporation ("shareholder"), does thereby consent and agree that all rights, powers, privileges, obligations or restrictions pertaining to such person or such securities in any way may be altered, amended, restricted, enlarged, or repealed by legislative enactments of the State of Florida, or of the United States hereinafter adopted which have reference to or affect corporations, such securities, or such persons if any; and that the Corporation reserves the right to transact any business of the Corporation, to alter, amend or repeal these Articles of Incorporation, or to do any other acts or things as authorized, permitted or allowed by such legislative enactments

#### ARTICLE V

##### Incorporator

1. The name and mailing address of the incorporator of this Corporation is as follows:

NAME	ADDRESS
John A. Cooper	8564 Christopher's Haven Ct. Sanford FL 32771

2. The power of the incorporator shall terminate upon the filing of the Articles of Incorporation of the Corporation with the office of the Secretary of State of Florida.

#### ARTICLE VI

##### Board of Directors

1. 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, except as otherwise herein provided or reserved to the holders of Common Stock in the By-Laws of the Corporation.

2. (a) The number of members of the Board of Directors will be fixed from time to time by resolution of the Board of Directors, but (subject to vacancies) in no event may there be less than three (3) directors. Each director shall serve until the next annual meeting of shareholders.

(b) If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next meeting of shareholders.

(c) The names and mailing addresses of the persons who shall serve as directors of the Corporation until the first meeting of the shareholders are as follows:

NAME	ADDRESS
John A. Cooper	8564 Christopher's Haven Ct. Sanford, FL 32771
Robert A. Louv	3471 Jackson St. San Francisco, CA 9411

#### ARTICLE VII

##### Affiliated Transactions

This Corporation expressly elects not to be governed by the provisions of Section 607.0901, Florida Statutes (Section 26 of the Florida Business Corporation Act) as the same such section exists as of the date hereof or as such section may hereafter be amended.

#### ARTICLE VIII

##### Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED: August 12, 2009.

/s/ \_\_\_\_\_  
John A. Cooper, Incorporator

**CERTIFICATE  
OF  
AMENDMENT AND RESTATEMENT**

The undersigned officer of ArchPoint Corp, a Florida corporation, does hereby certify and attest that by Action by Written Consent, the Board of Directors and Shareholders of the Corporation the requisite majority of the Directors and the Shareholders voted and consented to amend Article IV, paragraph 2 and, as amended, do restate Articles I through VIII, inclusive, of the Articles of Incorporation of ArchPoint Corp. as set forth in the Amended and Restated Articles of Incorporation dated this date and executed by the President and Secretary of the Corporation.

Dated: January 28, 2012.

A handwritten signature in black ink, appearing to read "John A. Cooper", is written over a horizontal line.

John A. Cooper, President and Secretary