

4/29/2018

P12000024435

Division of Corporations

Florida Department of State
Division of Corporations
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
THE MORGAN GROUP, INC.**

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Audit Fax #
H160001075533

Articles of Amendment
to
Articles of Incorporation
of

THIS MORGAN GROUP, INC.

(Name of Corporation as currently filed with the Florida Dept. of State)

P12000024435

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

MORGAN PROJECT + DESIGN CO.

The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co." A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent

(Florida street address)

New Registered Office Address:

(City)

Florida

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

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If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. There should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

X Change PT John Doe
 X Remove V Mike Jones
 X Add SV Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____

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E. If amending or adding additional Articles, enter changes(a) here:
(Attach additional sheets, if necessary). (Be specific)

SEE ATTACHED

F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself.
(If not applicable, indicate N/A)

SEE ATTACHED

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

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

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 April 29, 2016

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)

JASON C. MORGAN

(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)

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**ATTACHMENT TO ARTICLES OF AMENDMENT
AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

MORGAN PROJECT + DESIGN CO.

THE UNDERSIGNED, being competent to contract, does subscribe to these Articles of Incorporation and acts as Incorporator for the purpose of conducting business under a corporation for profit under the laws of the State of Florida, and does hereby adopt the following Articles of Incorporation, to apply in lieu of any past filed Articles of Incorporation or Amendments thereto:

ARTICLE I - NAME

The name of the Corporation shall be **MORGAN PROJECT + DESIGN CO.**

ARTICLE II - PRINCIPAL ADDRESS

The initial principal address of the corporation for purposes of communicating with the Secretary of the State of Florida on behalf of the corporation is 4805 W. Laurel St., Suite 100, Tampa, FL 33607. The mailing address of the corporation shall be the same.

ARTICLE III - NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation is:

A. To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safety deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

B. To conduct business in; have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses in the State of Florida and in all other states and countries.

Alan S. Cassman, Esquire
1245 Court Street, Suite 102
Clearwater, FL 33766
(727) 442-1200

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
MORGAN PROJECT + DESIGN CO.**
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Florida Bar # 371750

C. Contract debt and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

D. To purchase the corporate assets of any other corporation and engage in the same or other character of business.

E. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

F. To engage in any activity or business permitted under the laws of the United States and of this state.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock, having a par value of \$1.00 per share.

ARTICLE V - INITIAL OFFICERS AND DIRECTORS

The names and street addresses of the members of the initial Board of Directors are:

JASON C. MORGAN, Director and President
4805 W. Laurel St., Suite 100
Tampa, FL 33607

SARAH MORGAN, Director and Secretary
4805 W. Laurel St., Suite 100
Tampa, FL 33607

The above-named Directors shall hold office for the first year of existence of the Corporation or until successors are elected.

Audit Fax # H160001075533**ARTICLE VI - INITIAL ADDRESS OF REGISTERED OFFICE
AND DESIGNATION OF REGISTERED AGENT**

The street address of the initial registered office of this Corporation in the State of Florida is 1245 Court Street, Suite 102, Clearwater, Pinellas County, Florida 33756. The Board of Directors may from time to time, without amending these Articles, move the registered office to any other address within the State of Florida.

The initial Registered Agent is designated as Alan S. Gassman, Esquire. The Registered Agent of the Corporation may be changed at any time by a vote of the Board of Directors without an amendment of these Articles.

ARTICLE VII - SUBSCRIBER

The name and street address of the undersigned as subscriber to these Articles of Incorporation is: Alan S. Gassman, Esquire, 1245 Court Street, Suite 102, Clearwater, Florida 33756.

The undersigned as subscriber certifies that the stock subscribed for will not be less than the amount of capital with which the Corporation shall begin business.

ARTICLE VIII - INITIAL CAPITAL

The amount of capital with which this Corporation shall begin business shall not be less than the sum of \$500.00.

ARTICLE IX - PREEMPTIVE RIGHTS

Each Shareholder, upon the sale for cash of any unissued or treasury stock of this Corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issue of fractional shares) at the price at which it is offered to others. For the purposes of this Article, "stock" includes securities convertible into or carrying a right to subscribe to or acquire stock of this Corporation.

ARTICLE X - TERM OF EXISTENCE

This Corporation is to exist perpetually.

At all times, each Shareholder of this Corporation who is entitled to vote shall have one vote for each share having voting rights and standing in the Shareholder's name on the Corporation's

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books. In elections for the Board of Directors, each Shareholder entitled to vote shall have a number of votes equal to the number of voting shares held by the Shareholder multiplied by the number of Directors for whom the Shareholder is entitled to vote. The Shareholder may cast all of the Shareholder's votes for a single candidate or may distribute them among some or all of the candidates. The exercise of this right shall be termed cumulative voting.

ARTICLE XI - DIRECTORS

This Corporation shall have 2 Directors initially. The number of Directors may be increased or diminished from time to time, by a vote of the then acting Director or Directors by majority rule when approved by the Stockholders, but shall never be less than one (1).

ARTICLE XII - INDEMNITY OF DIRECTORS AND OFFICERS

Any person made a party to any action, suit or proceeding by reason of the fact that he, or his or her personal representative, is or was a director, officer or employee of the Corporation, or any corporation in which he or she served as such at the request of the Corporation, shall be indemnified by the Corporation against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him or her in connection with the defense of such action, suit or proceeding, or in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be judged in such action, suit or proceeding that such officer, director or employee is liable for negligence or misconduct in the performance of his or her duties.

The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any officer, director or employee may be entitled apart from the provisions of this Section.

A director shall not be liable for dividends illegally declared, distributions illegally made to shareholders, or any other action taken in reliance and in good faith upon financial statements of the Corporation represented to him or her to be correct by the President of the Corporation or the officer having charge of the books of account, or certified by an independent or certified accountant to clearly reflect the financial condition of the Corporation; nor shall he or she be liable if in good faith in determining the amount available for dividends or distribution, he or she considered the assets to be of ample value.

ARTICLE XIII - BY-LAWS AND STOCKHOLDERS AGREEMENT

The Stockholders, by agreement, or the By-Laws of the Corporation may restrict the transfer or encumbrance of any and all of its stock, including but not limited to, provisions for the transfer of the stock owned by retiring, disabled or deceased stockholder, or any stockholder required to

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sever financial interests in the Corporation. Where the By-Laws are amended for the purpose of changing, modifying or otherwise repealing provisions respecting the management of this Corporation, then only the Stockholders of this Corporation shall have the power to so adopt, amend, modify or repeal such By-Laws.

ARTICLE XIV - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by the laws of the State of Florida. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' meeting by a majority of the Stockholders entitled to vote thereon, unless all of the directors and all of the Stockholders sign a written statement manifesting their intention that the Articles of Incorporation be amended.

ARTICLE XV - DATE OF INCEPTION

The date of the corporate existence shall begin when these Articles have been filed with the Department of State, State of Florida, according to the Statutes of the State of Florida.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 29 day of April, 2016.


JASON C. MORGAN, as President

ACCEPTANCE OF REGISTERED AGENT

Pursuant to Florida Statute 48.091 and Article VII of these Articles of Incorporation, the undersigned Registered Agent does hereby accept the duties as Registered Agent and designates as his location for service of process as:

Alan S. Gassman, Esquire
1245 Court Street
Suite 102
Clearwater, Florida 33756

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The undersigned shall serve as Registered Agent until otherwise removed or he shall resign pursuant to the laws of the State of Florida.



ALAN S. GASSMAN, ESQUIRE

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