

APR 16 2013 10:51 AM  
Division of Corporations

TRENAM KEMKER

NO. 3694 P 1

P12000044842

Florida Department of State  
Division of Corporations  
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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

COR AMND/RESTATE/CORRECT OR O/D RESIGN  
KEEFER RESEARCH ASSOCIATES INC.

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APR 16 2013

T. ROBERTS



April 15, 2013

FLORIDA DEPARTMENT OF STATE

Division of Corporations

KEEFER RESEARCH ASSOCIATES INC.  
1903 S. WEST SHORE BLVD.  
TAMPA, FL 33629US

SUBJECT: KEEFER RESEARCH ASSOCIATES INC.  
REF: P12000044842

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

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

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Tina Roberts  
Regulatory Specialist II

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COUNTY OF BREVARD  
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
KEEFER RESEARCH ASSOCIATES INC.**

KEEFER RESEARCH ASSOCIATES INC., a for profit corporation organized and existing under the laws of the State of Florida (the "Corporation"), in order to amend and restate its Articles of Incorporation as now in effect, in accordance with the requirements of Chapter 607, Florida Statutes, does hereby certify as follows:

1. The name of the Corporation is Keefer Research Associates Inc. and its Document Number with the Florida Department of State is P12000044842.

2. The Amended and Restated Articles of Incorporation filed together herewith are a complete restatement of the Corporation's Articles of Incorporation, and supersede in their entirety any and all prior Articles of Incorporation and amendments thereto filed with the State of Florida.

3. The Amended and Restated Articles of Incorporation filed together herewith were duly adopted and approved by the Board of Directors by a written consent dated April 10, 2013; by written consent of the shareholders dated April 10, 2013; and the number of votes cast for the amendment by the shareholders were sufficient for approval.

4. This Amended and Restated Articles of Incorporation of Keefer Research Associates Inc. shall be effective upon filing hereof with the Department of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed this Amended and Restated Articles of Incorporation of Keefer Research Associates Inc. as of the 15<sup>th</sup> day of April, 2013.

**KEEFER RESEARCH ASSOCIATES INC.**

By: \_\_\_\_\_

Heather L. Keefer, Secretary

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
KEEFER RESEARCH ASSOCIATES INC.**

The undersigned hereby makes, subscribes, acknowledges and files with the Department of State of the State of Florida these Amended and Restated Articles of Incorporation.

**ARTICLE I**

**Name**

The name of this corporation shall be:

Keefer Research Associates Inc.

**ARTICLE II**

**Principal Office and Mailing Address**

The address of the principal office and mailing address of this corporation shall be:

1903 S. Westshore Blvd.  
Tampa, FL 33629

**ARTICLE III**

**Business and Purpose**

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

**ARTICLE IV**

**Capital Stock**

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(a) The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 1,000 shares of stock with no par value. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

(b) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

#### ARTICLE V

##### Term of Existence

The term for which this corporation is to exist shall be perpetual.

#### ARTICLE VI

##### Registered Agent and Registered Office

The initial registered agent of this corporation shall be Heather L. Keefer, and the initial registered office of this corporation shall be 1903 S. Westshore Blvd., Tampa, FL 33629. This corporation shall have the right to change such registered agent and registered office as provided by law.

#### ARTICLE VII

##### Incorporator

The name and address of the incorporator to these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Heather L. Keefer	1903 S. Westshore Blvd. Tampa, FL 33629

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**ARTICLE VIII****Officers and Directors**

The affairs of this corporation shall be managed by a Board of Directors and by officers who shall be elected by the Board of Directors. The officers thus to be elected shall be a president, chief executive officer, a secretary and a treasurer and such other officers as may be provided for in the bylaws of this corporation. The duties of the respective officers and the manner of filling vacancies in the offices of this corporation shall be as provided in the bylaws.

**ARTICLE IX****Board of Directors**

The Board of Directors of this corporation shall consist of not less than one (1) nor more than fifteen (15) members, the exact number of directors to be fixed from time to time by the stockholders or the bylaws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the bylaws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

**ARTICLE X****Bylaws**

(a) The power to adopt the bylaws of this corporation, to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by the stockholders, and the stockholders may prescribe in any by-law made by them that such by-law shall not be altered, amended or repealed by the Board of Directors.

(b) The bylaws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

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## ARTICLE XI

### Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

## ARTICLE XII

### Affiliated Transactions

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this corporation.

*[Signature to Follow]*

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TRENAM KEMKER

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IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed these Amended and Restated Articles of Incorporation of Keefer Research Associates Inc. as of the 15 day of April, 2013.

KEEFER RESEARCH ASSOCIATES INC.

By:   
Heather Keefer, Secretary

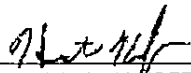
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**KEEFER RESEARCH ASSOCIATES INC.****ACCEPTANCE OF SERVICE AS REGISTERED AGENT**

HEATHER L. KEEFER, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 15 day of April, 2013.

  
\_\_\_\_\_  
HEATHER L. KEEFER

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