



**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: CPH ARCHITECTS, INC.

DOCUMENT NUMBER: P13000026866

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

DAVID A. GIERACH

Name of Contact Person

CPH ARCHITECT, INC.

Firm/ Company

500 WEST FULTON STREET

Address

SANFORD, FLORIDA 32771

City/ State and Zip Code

DGIERACH@CPHCORP.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

DAVID A. GIERACH

Name of Contact Person

at ( 407 ) 322-6841

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- |   |   |  |  |
|---|---|--|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input type="checkbox"/> \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed) |
|---|---|--|--|

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**  
**OF**  
**CPH ARCHITECTS, INC.**

Pursuant to Section 607.1007 of the Business Corporation Act of the State of Florida, the undersigned, being the President of CPH Architects, Inc. (the "Corporation"), and desiring to amend and restate its Articles of Incorporation, does hereby certify:

FIRST: The Articles of Incorporation of the Corporation were filed with the Secretary of State of the State of Florida on March 22, 2013, Document No. P13000026866.

SECOND: These Amended and Restated Articles of Incorporation were adopted by all of the Directors of the Corporation and its shareholders on April 11, 2013. The number of votes cast for the amendment and restatement of the Corporation's Articles of Incorporation was sufficient for approval.

THIRD: The text of the Corporation's Articles of Incorporation is hereby amended and restated as herein set forth and shall supersede the original Articles of Incorporation.

**ARTICLE I**  
**CORPORATE NAME**

The name of this Corporation shall be: CPH Architect, Inc.

**ARTICLE II**  
**PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office address and the mailing address of the Corporation is 500 West Fulton Street, Sanford, Florida 32771.

**ARTICLE III**  
**NATURE OF CORPORATE BUSINESS**

The general nature of the business to be transacted by this Corporation shall be to perform architectural services.

**ARTICLE IV**  
**CAPITAL STOCK**

Section 1. Authorized Shares. The total number of shares which the Corporation shall have authority to issue is One Thousand (1,000), and the designation of each class, the number of authorized shares of each class, and the par value of each class are as follows:

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

<u>Designation:</u>	<u>Class:</u>	<u># of Shares:</u>	<u>Par Value:</u>
The "Class A Voting Common Stock"	Class A	100	\$0.01/share
The "Class B Non-Voting Common Stock"	Class B	900	\$0.01/share

The total number of authorized shares of Class A Voting Common Stock and Class B Non-Voting Common Stock, respectively, may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the shares of the Corporation entitled to vote.

## Section 2. Voting Powers.

(a) Except as otherwise provided herein, each share of the Class A Voting Common Stock shall be entitled to vote on all matters submitted to a vote of the shareholders of the Corporation. On each matter to be voted on by the shareholders of the Corporation, each issued and outstanding share of Class A Voting Common Stock is entitled to one vote.

(b) The holders of Class B Non-Voting Common Stock shall have no right whatsoever to vote on any matters to be voted on by the shareholders of the Corporation; provided, however, that the holders of the Class B Non-Voting Common Stock will be entitled to vote as a separate class on any amendments to these Amended & Restated Articles of Incorporation or any merger which would adversely affect their rights, privileges or preferences, or any liquidation or dissolution in which such holders would receive securities with rights, privileges or preferences less beneficial than those held by them as holders of Class B Non-Voting Common Stock.

(c) Except for the differences in voting rights designated in these Amended & Restated Articles, the Class A Voting Common Stock and Class B Non-Voting Common Stock shall have the same rights, privileges and preferences with respect to dividends, distributions, or any liquidation or dissolution of the Corporation.

## **ARTICLE V** **TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

## **ARTICLE VII** **BOARD OF DIRECTORS**

The business of this Corporation shall be managed by its Board of Directors. The initial Board of Directors shall consist of three (3) members. The names and addresses of the members of the first Board of Directors are:

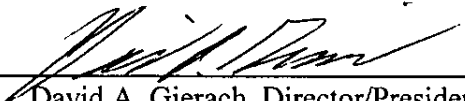
John A. Baer  
500 West Fulton Street  
Sanford, FL 32771

David A. Gierach  
500 West Fulton Street  
Sanford, FL 32771

Kamran Khosravani  
500 West Fulton Street  
Sanford, FL 32771

The members of the First Board of Directors shall hold office until their successors are elected and qualified as provided in the Bylaws of this Corporation. The number of Directors of this Corporation set forth in these Articles of Incorporation shall be the authorized number of Directors until that number is changed by or in accordance with the Bylaws of this Corporation.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 1<sup>st</sup> day of April, 2013.

By:   
David A. Gierach, Director/President