

01/31/2014

13:33 Driver, Mcafee, Peek &amp; Hawthorne

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Division of Corporations

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN**  
**JOHNSON AND LUFRANO, P.A.**

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
JOHNSON AND LUFRANO, P.A.**

FILED  
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Pursuant to Section 607.1001, Florida Statutes, the Articles of Incorporation of Johnson and Lufrano, P.A., originally filed on January 7, 2014, are amended and restated in their entirety to read as follows:

**ARTICLE I - NAME**

The name of the corporation is Johnson and Lufrano, P.A. (the "Corporation").

**ARTICLE II - ADDRESS**

The street address of the principal office of the Corporation is:

1010 East Adams Street  
Jacksonville, Florida 32202

The mailing address of the Corporation is:

221 North Hogan Street, #503  
Jacksonville, Florida 32202

**ARTICLE III - PURPOSE**

The Corporation is organized for the purpose of providing legal services and all other lawful business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV - DURATION AND EXISTENCE, EFFECTIVE DATE**

The Corporation will exist perpetually. These Amended and Restated Articles of Incorporation shall be effective on the date of filing of these Amended and Restated Articles of Incorporation with the Secretary of State of the State of Florida.

**ARTICLE V - AUTHORIZED SHARES**

The maximum number of shares the Corporation is authorized to issue is ten thousand (10,000) shares of common stock having a par value of \$1.00 per share.

**ARTICLE VI - REGISTERED OFFICE AND AGENT**

The Corporation hereby (i) designates 1010 East Adams Street, Unit 205, Jacksonville, Florida 32202 as the street address of the Corporation's registered office, and (ii) names Matthew I. Lufrano as the Corporation's registered agent at that address to accept service of process within the State of Florida.

Prepared by:  
Driver, McAfee, Peek & Hawthorne, P.L.  
One Independent Drive, Suite 1200  
Jacksonville, Florida 32202  
904-301-1269

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ARTICLE VII - BOARD OF DIRECTORS

This Corporation shall be managed by two directors, which shall comprise the board of directors. The number of directors may be increased or decreased from time to time, as provided in the Corporation's bylaws, but shall never be less than one (1). The following individuals shall serve as directors of the Corporation until their respective successors are duly elected or appointed and qualified pursuant to the applicable terms and provisions of the Corporation's bylaws, or until the earlier of such directors' respective deaths, resignations or removals:

Diana L. Johnson  
1010 East Adams Street  
Jacksonville, Florida 32202

Matthew I Lufrano  
1010 East Adams Street  
Jacksonville, Florida 32202

ARTICLE VIII - INDEMNIFICATION

(a) The Corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the Corporation or its subsidiaries. To the fullest extent not prohibited by law, the Corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director within twenty (20) days after receipt by the Corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

IN WITNESS WHEREOF, the undersigned president of this Corporation has hereunto set her hand and seal this 31<sup>st</sup> day of January, 2014.

JOHNSON AND LUFRANO, P.A.

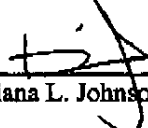
By: [Signature]  
Print Name: Diana L. Johnson  
Print Title: President

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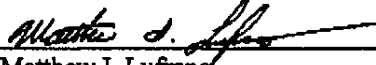
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**ADOPTION OF AMENDED AND RESTATED ARTICLES OF INCORPORATION**

The undersigned shareholders hereby confirm that the foregoing Amended and Restated Articles of Incorporation were unanimously adopted and approved by the Corporation's shareholders pursuant to Section 607.1003, Florida Statutes, on January 31<sup>st</sup> 2014. The number of votes cast by the shareholders for the amendments contained in the foregoing Amended and Restated Articles of Incorporation were sufficient for approval of the same.

  
\_\_\_\_\_  
Diana L. Johnson, Shareholder  
\_\_\_\_\_  
Matthew I. Lufrano, Shareholder**ACCEPTANCE OF REGISTERED AGENT**

The undersigned hereby agrees to act as registered agent for the Corporation named above, to accept service of process at the place designated in these Amended and Restated Articles of Incorporation, and to comply with the provisions of the Florida Business Corporation Act, and hereby acknowledges that he is familiar with, and accepts the obligations of such position.

Dated: January 31, 2014  
\_\_\_\_\_  
Matthew I. Lufrano