

1/29/2019

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Florida Department of State
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To:

Division of Corporations
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Account Name : CALANDRINO LAW FIRM
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Phone : (407)621-4200
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FLORIDA PROFIT/NON PROFIT CORPORATION

Forward Law Firm, P.A.

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
CALANDRINO LAW FIRM, P.A.

Pursuant to §§ 607.1006 and 607.1007 of the Business Corporation Act of the State of Florida, and § 621.13 of Professional Services Corporations and Limited Liabilities Companies Act, the undersigned, being the Director and President of Calandrino Law Firm, P.A. (hereinafter the "Corporation"), a Florida corporation, and desiring to amend and restate its Articles of Incorporation, does hereby certify:

FIRST: Articles of Incorporation of the Corporation were filed with the Secretary of State of Florida on December 3, 1998, Document No. P98000101937.

SECOND: Amended and restated articles of incorporation were approved by the shareholders. The number of votes cast for the amendments by the shareholders was sufficient approval.

THIRD: The text of the Articles of Incorporation is hereby amended and restated as herein set forth in full and shall supersede the original Articles of Incorporation as follows:

**ARTICLE ONE
NAME**

The name of the corporation shall be Forward Law Firm, P.A. (the "Corporation").

**ARTICLE TWO
ADDRESSES**

The mailing address of the Corporation is:

P.O. Box 530
Winter Park, FL 32790

The principal office address of the Corporation is:

214 South Park Ave., Suite B
Winer Park, FL 32789

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**ARTICLE THREE
REGISTERED AGENT**

The name and address of the Corporation's Registered Agent in the State of Florida is:

Assured Compliance Services, LLC
214 S. Park Avenue, Second Floor
Winter Park, Florida 32789

**ARTICLE FOUR
STOCK**

The total number of shares of stock that the Corporation has authority to issue will be 100 shares of Common Stock without par value, all of one class.

**ARTICLE FIVE
STOCK TRANSFER RESTRICTIONS**

Except as otherwise provided in the Bylaws or in a separate agreement among the stockholders, no stockholder may sell, assign, pledge, or otherwise transfer any of the Corporation's shares of stock or any right or interest in them, whether voluntarily, by operation of law, by gift, or otherwise.

**ARTICLE SIX
PREEMPTIVE SHAREHOLDER RIGHTS**

The shareholders of the Corporation have preemptive rights to acquire additional shares pursuant to a written agreement amongst them.

**ARTICLE SEVEN
INCORPORATOR**

The name and address of the Incorporator is as follows:

Phillip K. Calandrino
Forward Law Firm, P.A.
214 South Park Avenue, Second Floor
Winter Park, Florida 32789

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**ARTICLE EIGHT
BOARD OF DIRECTORS**

The Board of Directors will have at least one Director. Newly created directorships resulting from any increase in the authorized number of Directors or any vacancies in the Board of Directors resulting from death, resignation, retirement, disqualification, removal from office, or other cause will be filled by a majority vote of the remaining Directors, though less than a quorum. These interim Directors will hold office for a term that expires at the next annual meeting of stockholders, at which time the stockholders will elect the successors.

The Board of Directors will fix by resolution the compensation or salary paid for attendance at each regular or special meeting of the Board in which a Director actually participates. Each Director will be reimbursed for all out-of-pocket expenses reasonably incurred in connection with performing the duties of a Director.

**ARTICLE NINE
DURATION**

The Corporation's duration is perpetual.

**ARTICLE TEN
PURPOSES**

The Corporation is formed to practice the profession of law and all other lawful purposes for which a corporation may be organized under the laws of the state.

**ARTICLE ELEVEN
RELEASE FROM PERSONAL LIABILITY**

A Director will not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a Director, except liability for:

- the amount of a financial benefit received by a Director to which he or she is not entitled under Florida law;
- an intentional infliction of harm on the Corporation or the shareholders, individually or collectively;
- any distribution for which a Director votes that is not lawful under Florida law; or
- an intentional violation of criminal law.

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**ARTICLE TWELVE
INDEMNIFICATION**

The Corporation must indemnify every Director or officer—and his or her heirs, executors, and administrators—against expenses actually and reasonably incurred by him or her, as well as any amount paid upon judgment, in connection with any civil or criminal action, suit, or proceeding to which he or she may be made a party by reason of having been a Director or officer of the Corporation. But this indemnification excludes any action resulting in the liability of the Corporation for:

- a financial benefit received by a Director or officer to which he or she is not entitled under Florida law;
- an intentional infliction of harm on the Corporation or the shareholders, individually or collectively;
- any distribution for which a Director or officer votes or approves that is not lawful under Florida law; or
- an intentional violation of criminal law.

**ARTICLE THIRTEEN
POWER TO ENACT, AMEND, AND REPEAL BYLAWS**

The Corporation's Board of Directors holds the exclusive power to make, alter, amend, or repeal the Corporation's Bylaws.

**ARTICLE FOURTEEN
EFFECTIVE DATE**

These Articles of Incorporation are made effective on January 29, 2019.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

ASSURED COMPLIANCE SERVICES, LLC.

By: 
Philip K. Calandrino, Manager

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I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third-degree felony as provided for in §817.155, Florida Statutes.



Philip K. Calandrino
Director and President

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