

P2000000245

Division of Corporations  
Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H20000016883 3)))



H200000168833ABC

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations  
Fax Number : (850)617-6380

*Refax*

From: Account Name : CONTEGA BUSINESS SERVICES, LLC  
Account Number : I20060000142  
Phone : (904)301-1269  
Fax Number : (904)301-1279

\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

Email Address: \_\_\_\_\_

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2020 JAN 16 PM 2:13

COR AMND/RESTATE/CORRECT OR O/D RESIGN  
MCAFEE REAL ESTATE, INC.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$35.00

*Amended & Restated*  
*W/ N/ Change*

17 2020  
CONNELL  
Electronic Filing Menu

Corporate Filing Menu

Help



y 16, 2020

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

A BUSINESS SERVICES

RE: MCAFEE REAL ESTATE, INC.  
20000000245

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

The specific business purpose of the professional association must be stated in the document.

If you have any further questions concerning your document, please call 904-6050.

J. Schroeder  
Registry Specialist III  
Registration Section

FAX Aud. #:  
Letter Number: 420A00001233

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
MCAFFEE REAL ESTATE, INC.**

Pursuant to Section 607.1007 of the Florida Business Corporation Act, McAfee Real Estate, Inc. hereby amends and restates its Articles of Incorporation as follows:

**ARTICLE I - NAME**

The name of the corporation is Michael A. McAfee, PA (the "Corporation").

**ARTICLE II - ADDRESS**

The street address of the principal office and the mailing address of the Corporation are:

1086 Ponte Vedra Boulevard  
Ponte Vedra Beach, Florida 32082

**ARTICLE III - PURPOSE**

The Corporation is organized for the purpose of providing commercial and residential real estate broker services and any 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 Articles of Incorporation shall be effective as of the date of filing of these 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 1,000 shares of common stock having a par value of \$0.01 per share.

**ARTICLE VI - REGISTERED OFFICE AND AGENT**

The Corporation hereby (i) designates One Independent Drive, Suite 1200, Jacksonville, Florida 32202 as the street address of the Corporation's registered office, and (ii) names Contega Business Services, LLC as the Corporation's registered agent at that address to accept service of process within the State of Florida.

**ARTICLE VII - BOARD OF DIRECTORS**

The number of directors may be increased or decreased from time to time, as provided in the Corporation's bylaws (the "Bylaws"), but shall never be less than one (1). The following individual shall

be prepared by:  
Contega Business Services, LLC  
One Independent Drive, Suite 1200  
Jacksonville, Florida 32202  
904-301-1269

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATE AFFAIRS  
2020 JAN 16 PM 2:13

ve as a director of the Corporation until his successor is duly appointed or elected and qualified pursuant to the applicable conditions, provisions and terms of the Bylaws, or until the earlier of such director's death, removal or resignation:

Michael A. McAfee  
1086 Ponte Vedra Boulevard  
Ponte Vedra Beach, Florida 32082

#### ARTICLE VIII - OFFICERS

The following individual shall serve as an officer of the Corporation, to hold the offices set forth opposite his name below until his successor is duly appointed or elected and qualified pursuant to the applicable conditions, provisions and terms of the Bylaws, or until the earlier of such officer's death, removal or resignation:

Michael A. McAfee – President, Secretary and Treasurer  
1086 Ponte Vedra Boulevard  
Ponte Vedra Beach, Florida 32082

#### ARTICLE IX - 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.

(b) The Corporation by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was an employee or agent of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the Corporation or its subsidiaries. The Corporation by action of its board of directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent after receipt by the Corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, (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. Absent affirmative action by the board of directors, the authority granted to the board of directors in this paragraph shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the Corporation relating thereto.

#### ARTICLE X – JURISDICTION AND VENUE

Unless the Corporation consents in writing to the selection of an alternative forum or a federal court assumes exclusive jurisdiction, the federal and state courts sitting in the State of Florida shall be the sole and exclusive fora for (a) any derivative action or proceeding brought on behalf of the Corporation, (b) any action asserting a claim of breach of a fiduciary duty owed by any director, officer or other employee of the Corporation to the Corporation or to its shareholders, (c) any action asserting a claim


0000016883 3

ing pursuant to any condition, provision or term of the Florida Business Corporation Act, these  
articles of Incorporation or the Corporation's bylaws, or (iv) any action asserting a claim governed by the  
ernal affairs doctrine. Any person or entity purchasing or otherwise acquiring any interest in shares of  
ital stock of the Corporation shall be deemed to have notice of and consented to the provisions of this  
article X.

5883 3

These Amended and Restated Articles of Incorporation contain amendments to the Corporation's Articles of Incorporation, which were unanimously approved by the Corporation's Board of Directors and its shareholders on January 15, 2019.

The undersigned, for the purpose of amending and restating the Corporation's Articles of Incorporation under the laws of the State of Florida, has executed these Amended and Restated Articles of Incorporation.

 doctopus verified  
01/13/20 4:13 PM EST  
LBYO-GXW-F020-CM68

Michael A. McAfee, President

**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 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 15, 2020

**CONTEGA BUSINESS SERVICES, LLC**

By: 

William M. Hammill II, Executive Vice President