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Florida Department of State
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To:

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

From:

Account Name : GLAZIER & GLAZIER & DIETRICH, P
Account Number : I20050000141
Phone : (904)997-1033
Fax Number : (904)997-1733

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Email Address: _____ matt@swflacpa.com _____

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
MATTHEW JOHN SOLDAVINI, P.A.**

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

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MATTHEW JOHN SOLDAVINI, P.A.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Pursuant to Section 607.1007, Florida Statutes, the Articles of Incorporation of Matthew John Soldavini, P.A., a Florida professional corporation (the "Corporation"), are hereby amended and restated in their entirety, and in connection therewith, the undersigned officer, acting upon the authority of the Board of Directors of the Corporation and upon authority of the holders of all of the shares entitled to vote on said amendment sets forth as follows:

ARTICLE I - NAME

The name of the Corporation is Matthew John Soldavini, P.A. (the "Corporation").

ARTICLE II - ADDRESS

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

791 10th Street South, Suite 301
Naples, Florida 34102

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business and perform all of the powers and privileges granted corporations under the laws of the State of Florida and the United States of America. This Corporation may engage in every aspect of the business of rendering the same professional services to the public that a certified public accountant is authorized to render.

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 with the Secretary of State of the State of Florida.

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ARTICLE V – AUTHORIZED SHARES

The aggregate number of shares of capital stock authorized to be issued by this Corporation shall be twenty thousand (20,000) shares of capital stock with a par value of One Dollar (\$1.00) per share of which ten thousand (10,000) shares shall be designated as voting common stock and ten thousand (10,000) shares shall be designated as non-voting common stock.

The relative rights, privileges and limitations of the voting common stock and the non-voting common stock shall be in all respects identical, share for share, except that the voting common stock shall entitle the holder thereof to one vote for each share of voting common stock in all matters requiring the vote or approval of the stockholders of the Corporation and the holders of the non-voting common stock shall not have any right or power to vote.

ARTICLE VI – REGISTERED OFFICE AND AGENT

The Corporation hereby (A) designates 8833 Perimeter Park Boulevard, Suite 1002, Jacksonville, Florida 32216 as the street address of the Corporation's registered office, and (B) names GLAZIER, GLAZIER & DIETRICH, P.A. as the Corporation's registered agent at that address to accept service of process within the State of Florida.

ARTICLE VII – BOARD OF DIRECTORS AND OFFICERS

The names and street addresses of the members of the Board of Directors are as follows:

Matthew John Soldavini
791 10th Street S., Suite 301
Naples, Florida 34102

The names, street addresses, and positions of the officers of the Corporation are as follows:

Matthew John Soldavini
791 10th Street S., Suite 301
Naples, Florida 34102

President / Treasurer

James M. Soldavini
791 10th Street S., Suite 301
Naples, Florida 34102

Vice-President / Secretary

John M. Soldavini
791 10th Street S., Suite 301
Naples, Florida 34102

Vice-President / Assistant Secretary

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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.

B. 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 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. 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 employee or agent 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. Notwithstanding the foregoing, no such person shall be entitled to indemnification where the applicable proceeding arose out of such person's gross negligence or willful misconduct.

ARTICLE IX – LIMITATIONS ON CORPORATE STOCK

This Corporation may not issue any of its capital stock to anyone other than a professional corporation, a professional limited liability company, or an individual who is duly licensed or otherwise legally authorized to render the same specific professional services as those for which the Corporation is incorporated. No shareholder of this Corporation may enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of that person's stock.

If any member, officer, shareholder, agent, or employee of this Corporation who has been rendering professional service to the public becomes legally disqualified to render such professional services within this state or is otherwise restricted from rendering such professional services or owning stock in this Corporation, that person shall sever all employment with, and financial interests in, this Corporation forthwith.

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No stockholder of this Corporation may sell or transfer his shares of stock of this Corporation, except to another individual or entity, which is eligible to be a stockholder of this Corporation pursuant to Florida Statutes, Section 621.11.

The undersigned has executed these Amended and Restated Articles of Incorporation on the date set forth below.

MATTHEW JOHN SOLDVINI, P.A.
a Florida professional services corporation

Dated: 11/19/21



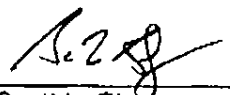
By: MATTHEW JOHN SOLDVINI (SEAL)
Its: President

ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been named as registered agent, 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.

GLAZIER, GLAZIER & DIETRICH, P.A.

Dated: 11/30/21



By: Scott L. Glazier (SEAL)
Its: President

"Registered Agent"

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TALLAHASSEE, FLORIDA

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OFFICER'S CERTIFICATE

The foregoing Amended and Restated Articles of Incorporation of MATTHEW JOHN SOLDVINI, P.A. have been approved by unanimous written consent of the Board of Directors of this Corporation on November 18, 2021 and by unanimous written consent of the stockholders by each voting group entitled to vote on the Amendment on November 18, 2021. The number of votes cast for the Amendment by the stockholders was sufficient for approval.

MATTHEW JOHN SOLDVINI, P.A.
a Florida professional services corporation

Dated: 11/18/21



By: MATTHEW JOHN SOLDVINI (SEAL)
Its: President

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TALLAHASSEE, FLORIDA

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