

P94000028933

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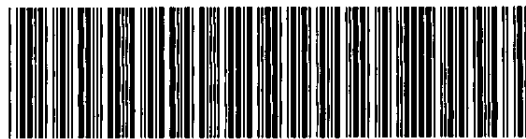
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1. Dufresne & Associates, CPA, PA  
(CORPORATE NAME AND DOCUMENT #)
2. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)
3. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)
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(CORPORATE NAME AND DOCUMENT #)
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(CORPORATE NAME AND DOCUMENT #)

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**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**DUFRESNE & ASSOCIATES, CPA, PA**  
**A FLORIDA PROFESSIONAL ASSOCIATION**

Pursuant to the provisions of Chapter 607 and 621, Florida Statutes, as amended, the undersigned Florida professional association, Dufresne & Associates, CPA, PA (hereinafter referred to as the "Corporation"), adopts the following Amended and Restated Articles of Incorporation. This Corporation's Articles of Incorporation were filed on April 14, 1994; Document Number P94000028933.

ARTICLE I - NAME

The name of this Corporation is:

**Dufresne & Associates, CPA, PA**

ARTICLE II - PRINCIPAL OFFICE

The principal place of business of the Corporation is:

385 Stiles Avenue  
Orange Park, Florida 32073

The mailing address of the Corporation is:

P.O. Box 1179  
Orange Park, Florida 32067

ARTICLE III - PRINCIPAL OFFICER

The principal officer of the Corporation, who has been duly elected and is currently serving as **President** of the Corporation, is:

Linda W. Dufresne  
385 Stiles Avenue  
Orange Park, Florida 32073

ARTICLE IV - DURATION

This Corporation commenced its existence as a Florida professional association on April 14, 1994. This Corporation shall exist perpetually.

ARTICLE V - PURPOSES

This Corporation is organized for the following purposes:

- (a) To provide certified public accounting services; and
- (b) The transaction of any and all other lawful business for which professional service corporations may be incorporated, including but not limited to those powers pursuant to Chapter 607 and Chapter 621 of the Florida Statutes, as amended, and the doing of all lawful things related thereto.

ARTICLE VI - LICENSED SHAREHOLDERS AND OFFICERS

(a) Pursuant to Section 621.09(1), Florida Statutes, all Shareholders of this Corporation shall be duly licensed to perform the same professional accounting services for which the Corporation is organized.

(b) Pursuant to Section 621.10, Florida Statutes, any Shareholder, Officer, agent or employee of this Corporation who becomes legally disqualified to render services for the Corporation or who accepts employment that places restrictions or limitations upon his or her rendering of professional services for the Corporation, shall sever all employment with, and financial interest in, the Corporation.

ARTICLE VII - CAPITAL STOCK

This Corporation is authorized to issue One Hundred (100) shares with a par value of Zero Dollars (\$0.00) per share. Each outstanding share, regardless of class, shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the Shareholders. The shares of stock may be issued for such consideration as determined from time to time by the Board of Directors. Said consideration is to be paid in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation.

ARTICLE VIII - REGISTERED AGENT AND OFFICE

The name of the registered agent and the street address of the registered agent of this Corporation is:

Linda W. Dufresne  
385 Stiles Avenue  
Orange Park, Florida 32073

ARTICLE IX - BOARD OF DIRECTORS

The number of Directors may be either increased or decreased from time to time but shall never be less than one (1). All corporate powers shall be exercised by and under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors. Any and all powers and duties conferred to or imposed upon the Board of Directors, shall be by a resolution of the Shareholders and/or contained within the duly adopted Bylaws of the Corporation.

The names and addresses of the Directors are as follows:

Linda W. Dufresne  
385 Stiles Avenue  
Orange Park, Florida 32073

Roland R. Dufresne  
385 Stiles Avenue  
Orange Park, Florida 32073

ARTICLE X - RESTRAINT ON TRANSFER OF SHARES

The Shareholders may, by agreement, impose any reasonable restraint on the transfer or alienation of shares.

ARTICLES XI - INDEMNIFICATION

The Corporation may indemnify any present or former Officer, Director, or person exercising the powers and duties of an Officer or Director, to the full extent now or hereafter permitted by law.

ARTICLE XII - AMENDMENT

The Shareholders reserve the right to alter, amend or repeal any provisions contained in these Amended and Restated Articles of Incorporation, or to adopt new provisions. These Amended and Restated Articles of Incorporation may be amended by a simple majority vote (greater than 50.0%) of the voting stock of the Corporation that is present, at any regular meeting of the Shareholders or at any special meeting of the Shareholders called for that purpose, at which a quorum is present.

**END OF PAGE**

These Amended and Restated Articles of Incorporation were adopted and approved by a unanimous vote of the Directors of the Corporation on October 13, 2014. These Amended and Restated Articles of Incorporation were adopted and approved by a unanimous vote of the Shareholders of the Corporation on October 13, 2014. These votes were a sufficient number to approve these Amended and Restated Articles of Incorporation. No other or further votes or approvals were necessary. No other or further votes or approvals were required.

IN WITNESS WHEREOF, the undersigned authorized Officers have executed these Amended and Restated Articles of Incorporation on behalf of the Corporation and in their capacity as Officers and Directors on this 13th day of October, 2014.

Dufresne & Associates, CPA, PA,  
a Florida professional association

BY: Linda W. Dufresne  
Linda W. Dufresne, President

ATTEST:

Linda W. Dufresne  
Linda W. Dufresne, Secretary

BY: Linda W. Dufresne  
Linda W. Dufresne, Director

BY: Roland R. Dufresne  
Roland R. Dufresne, Director

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**CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT  
FOR CORPORATION FOR PROFIT**

14 NOV -6 AM 9:49

Pursuant to Section 48.091 and Section 607.0501, Florida  
Statutes, the following is submitted:

Dufresne & Associates, CPA, PA

desiring to organize under the laws of the State of Florida,  
with its principal office as indicated in the Articles of  
Incorporation in the State of Florida, has named as its agent to  
accept service of process within this State:

Linda W. Dufresne  
385 Stiles Avenue  
Orange Park, Florida 32073

**ACKNOWLEDGEMENT:**

Having been named as Registered Agent to accept service of  
process for the above stated Corporation, at the place  
designated in this Certificate, I hereby acknowledge that I am  
familiar with said laws of the State of Florida, and I hereby  
agree to act in this capacity, and I agree to comply with the  
provisions of said laws.

  
Linda W. Dufresne