

P95000059020

July 25, 1995

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\*\*\*\*122.50 \*\*\*\*122.50

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

EFFECTIVE DATE  
7-21-95

RE: Cooper Covey Incorporated

Dear Sirs:

Enclosed please find notarized Articles of Incorporation for the above-referenced corporation, along with a check in the amount of \$122.50 for the filing fee.

Should you have any questions, please contact me at 813/576-6259.

Thank you for your assistance.

Sincerely,

Sally Brown

*Sally Brown*

/sb  
Enclosures

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95 JUL 28 AM 11:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*DOF  
7/21/95*

ARTICLES OF INCORPORATION  
OF

COOPER COVEY INCORPORATED

EFFECTIVE  
JUL 21 1995

The undersigned, for the purpose of forming a corporation under the provisions of Chapter 607, Florida Statutes, hereinafter referred to as the Corporation, hereby agrees to the following:

ARTICLE I - NAME

The name of the Corporation shall be Cooper Covey Incorporated.

ARTICLE II - PURPOSE AND POWERS

Section 1. The Corporation is formed for the purpose of engaging in any lawful activity or business for which corporations may be incorporated under the laws of the State of Florida.

Section 2. The Corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

ARTICLE III - TERM OF EXISTENCE

The Corporation shall have perpetual existence, commencing on July 21, 1995.

ARTICLE IV - CAPITAL STOCK

The authorized capital stock of the Corporation shall be 100 shares of common stock, having a par value of \$1.00 per share.

ARTICLE V - BOARD OF DIRECTORS

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

Section 2. The initial Board of Directors of the Corporation shall consist of two (2) Directors, whose names and addresses are as follows:

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TALLAHASSEE, FLORIDA

<u>Name</u>	<u>Address</u>
Fred C. Brown	614 Apalachee Circle NE St. Petersburg, FL 33702
Sally D. Brown	614 Apalachee Circle NE St. Petersburg, FL 33702

Section 3. The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than one (1).

Section 4. Directors shall be elected and hold office as provided in the Bylaws.

#### ARTICLE VI - BYLAWS

Section 1. The Board of Directors shall adopt Bylaws for the Corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws.

Section 3. Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended, or repealed by the other group; provided, however, that any Bylaw adopted by the shareholders may provide that it shall be altered, amended, or repealed only by the shareholders.

#### ARTICLE VII - AMENDMENTS

These Articles of Incorporation may be amended as set forth in the Florida Statutes, as amended from time to time.

#### ARTICLE VIII - REGISTERED OFFICE AND AGENT

Section 1. The street address of the initial registered office of the Corporation shall be 111 Second Avenue N. E., Suite 913, St. Petersburg, FL, 33701.

Section 2. The name of the initial registered agent of the Corporation located at said address shall be Fred C. Brown.

#### ARTICLE IX - INCORPORATOR

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Fred C. Brown	614 Apalachee Circle NE St. Petersburg, FL 33702

ARTICLE X - PRINCIPAL OFFICE

The address of the principal office shall be: 111 Second Avenue NE, Suite 913, St. Petersburg, FL, 33701. The mailing address shall be the same as the principal office address.

IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this 21st day of July, 1995.

Fred C. Brown  
FRED C. BROWN

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 21<sup>st</sup> day of July, 1995, by FRED C. BROWN. *(personally known to me)*

Cathy L. Hamersma  
Notary Public

(SEAL)

My Commission Expires:



CATHY L. HAMERSMA  
MY COMMISSION # CC 186035 EXPIRES  
March 17, 1996  
BONDED THRU TROY FARM INSURANCE, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCEPTANCE

I hereby accept to act as initial Registered Agent for Cooper Covey Incorporated, as stated in these Articles of Incorporation.

Fred C. Brown  
FRED C. BROWN

CB&A Advertising, Inc.  
Advertising / Marketing / Public Relations  
Suite 913  
111 Second Avenue NE  
St. Petersburg, Florida 33701  
Telephone: (813) 576-6259  
Telex: 510000 CB&A

CB&A Advertising, Inc.  
Advertising / Marketing / Public Relations

111 SECOND AVENUE NE  
SUITE 913  
ST PETERSBURG FL 33701

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Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

RE: Cooper Covey Incorporated  
Document No. P95000059020

Dear Sirs:

Enclosed please find Articles of Amendment for the above referenced corporation, along with our check in the amount of \$35.00 for the filing fee.

Should you have any questions, please contact me at 813/576-6259.

Thank you for your assistance.

Sincerely,

Sally Brown

*Sally Brown*

/sb~  
Enclosures

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF**

Cooper Covey Incorporated

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(present name)

*Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:*

**FIRST:** Amendment(s) adopted: *(Indicate article number(s) being amended, added or deleted)*

ARTICLE 1: To be amended to read:

The name of the corporation shall be Cooper Brown and Associates, Inc.

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**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

N/A

**THIRD:** The date of each amendment's adoption: 8/1/95

FOURTH: Adoption of Amendment(s) (CHECK ONE)

☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups.  
*The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were  
sufficient for approval by \_\_\_\_\_"  
voting group

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☒ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 25 of August, 19 95

Signature Fred C. Brown  
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Fred C. Brown  
Typed or printed name

Incorporator  
Title