



THE UNITED STATES  
CORPORATION  
COMPANY

P96000021698

ACCOUNT NO. : 072100000032

REFERENCE : 816086 3487A

AUTHORIZATION : Patricia Pigato

COST LIMIT : \$ 43.75

FILED  
00 AUG 31 AM 11:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : August 30, 2000

ORDER TIME : 9:26 AM

ORDER NO. : 816086-005

CUSTOMER NO: 3487A

CUSTOMER: Ms. Talia R. Kohne  
Icard Merrill Cullis Timm  
Suite 600  
2033 Main Street  
Sarasota, FL 34237

Amended &  
Restated

000003378570--0

DOMESTIC AMENDMENT FILING

NAME: HOOPER ENGINEERING, INC.

EFFECTIVE DATE:

XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Darlene Ward

EXAMINER'S INITIALS:

RECEIVED  
00 AUG 31 AM 10:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
AUC  
8/31/00

**ARTICLES OF AMENDMENT AND RESTATEMENT  
OF  
THE ARTICLES OF INCORPORATION  
OF  
HOOPER ENGINEERING, INC.**

**FILED**  
**00 AUG 31 AM 11:29**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

Pursuant to the provisions of Sections 607.1003 and 607.1007, Florida Statutes, this corporation adopts the following Articles of Amendment and Restatement of its Articles of Incorporation.

1. This corporation hereby amends and restates its Articles of Incorporation originally dated February 27, 1996 and filed on March 11, 1996, and filed as Document Number P96000021698.

2. The name of the corporation is Hooper Engineering, Inc.

3. These Articles of Amendment and Restatement of the Articles of Incorporation of Hooper Engineering, Inc., were adopted on August 29, 2000.

4. This corporation's Articles of Incorporation are hereby amended and restated, as follows:

**ARTICLE I - NAME**

The name of the corporation ("Corporation") is Hooper Engineering, Inc.

**ARTICLE II - TERM OF EXISTENCE**

The Corporation is to exist perpetually.

**ARTICLE III - PURPOSES**

The purposes of the Corporation are to engage in any lawful act, activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV - PRINCIPAL OFFICE**

The principal office and mailing address of this Corporation is Hooper Engineering, Inc., 2752 Leonard Reid Avenue, Sarasota, FL 34234.

**ARTICLE V - CAPITAL STOCK**

The shares of stock of the Corporation shall consist of only one class of stock. The number of shares of stock this Corporation is authorized to issue and have outstanding is twenty thousand (20,000) shares of Common Stock, having a par value of \$1.00 per share.

All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which Shareholders have the right to vote.

#### **ARTICLE VI - REGISTERED AGENT AND ADDRESS**

The street address of the Corporation's registered office is 2752 Leonard Reid Avenue, Sarasota, FL 34234. The registered agent at that address is Jon R. Ford.

#### **ARTICLE VII - DIRECTORS**

The business of the Corporation shall be managed by its Board of Directors. The initial Board of Directors shall consist of at least one (1) member. The name(s) and address(es) of the member(s) of the Board of Directors is/are: Jon R. Ford.

#### **ARTICLE VIII - INCORPORATOR**

The name and address of the original incorporator to these Articles of Incorporation is:

Jon R. Ford  
1495 Siesta Drive  
Sarasota, FL 34239

#### **ARTICLE IX - AMENDMENT**

The Articles of Incorporation may be amended in certain instances by the Board of Directors pursuant to applicable law and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders meeting by a majority of the stock entitled to vote thereon.

#### **ARTICLE X - INDEMNIFICATION**

The Corporation shall indemnify each of its officers, directors, employees and agents to the fullest extent permitted by applicable law.

#### **ARTICLE XI - SHAREHOLDER ACTION**

An affirmative vote of a majority of the shares of the capital stock of the Corporation shall be required for any Shareholder action.

5. The Articles of Amendment and Restatement of the Articles of Incorporation requires Shareholder approval. These Articles of Amendment and Restatement of the Articles of Incorporation were approved by the Shareholders. The number of votes cast

for the Articles of Amendment and Restatement of the Articles of Incorporation were sufficient for approval.

IN WITNESS WHEREOF, the undersigned Officer of this Corporation has executed these Articles of Amendment and Restatement of Articles of Incorporation as of August 29, 2000.

Hooper Engineering, Inc.

By: \_\_\_\_\_

  
Jon R. Ford  
President

## ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Hooper Engineering, Inc., at the place designated in the Articles of Incorporation, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.

  
Jon R. Ford, Registered Agent

Date: 8-29-00

FILED  
00 AUG 31 AM 11:29  
CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

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