

P96000089241

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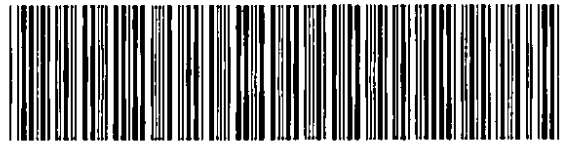
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Good Standing
Amendment

1. Linge Asset Management, Inc.
(CORPORATE NAME AND DOCUMENT #)

2. _____
(CORPORATE NAME AND DOCUMENT #)

3. _____
(CORPORATE NAME AND DOCUMENT #)

4. _____
(CORPORATE NAME AND DOCUMENT #)

5. _____
(CORPORATE NAME AND DOCUMENT #)

6. _____
(CORPORATE NAME AND DOCUMENT #)

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**SPECIAL
INSTRUCTIONS:**

AMARTmf
LINARTepb

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CPA RETIREMENT PLANNING, INC.
A FLORIDA CORPORATION

NKA

LINGE ASSET MANAGEMENT, INC.
A FLORIDA CORPORATION**

2019 FEB 21 PM 4:03
FILED
CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF ORANGE
FLORIDA

Pursuant to the provisions of Chapter 607, Florida Statutes, as amended, the undersigned Florida corporation, Linge Asset Management, Inc., adopts the following Amended and Restated Articles of Incorporation. This Corporation's Articles of Incorporation were filed on October 28, 1996; Document Number P96000089241.

ARTICLE I - NAME

The name of this corporation shall become:

Linge Asset Management, Inc.

(hereinafter referred to as the "Corporation")

ARTICLE II - PRINCIPAL OFFICE

The principal place of business of the Corporation is:

165 Wells Road, Suite 407
Orange Park, Florida 32073

The mailing address of the Corporation is:

165 Wells Road, Suite 407
Orange Park, Florida 32073

ARTICLE III - DURATION

This Corporation commenced its corporate existence on October 28, 1996. This Corporation shall exist perpetually.

ARTICLE IV - PURPOSE

This Corporation is organized for the following purposes:

- (a) As a holding company and investor in other entities; and
- (b) The transaction of any and all other lawful business for which corporations may be incorporated, including but not limited to those powers enumerated in Section **607.0302**, Florida Statutes, et sequitur, as amended, and the doing of all lawful things related thereto.

ARTICLE V - CAPITAL STOCK

This Corporation is authorized to issue ten thousand (10,000) 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, unless otherwise designated as "NONVOTING" by a resolution recorded in the Corporate Minute

Book and a similar legend on the subject certificate(s). 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 VI - REGISTERED AGENT AND OFFICE

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

John B. Linge, Jr.
165 Wells Road, Suite 407
Orange Park, Florida 32073

ARTICLE VII - BOARD OF DIRECTORS AND OFFICERS

This Corporation shall have two (2) 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 and the Officers are:

Director, President,	John B. Linge, Jr.
Secretary, Treasurer:	165 Wells Road, Suite 407
	Orange Park, Florida 32073

Director, Vice President:	Patricia M. Linge
	165 Wells Road, Suite 407
	Orange Park, Florida 32073

ARTICLE VIII - RESTRAINT ON TRANSFER OF SHARES

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

ARTICLES IX - 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 X - 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

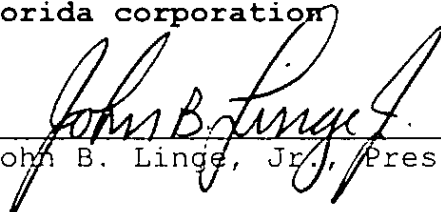
of the Corporation that is present, at any regular meeting of the Shareholders or at any special meeting of the Shareholders called for that purpose, at which a quorum is present.

These Amended and Restated Articles of Incorporation were adopted and approved by a unanimous vote of the Directors of the Corporation on February 12, 2019. These Amended and Restated Articles of Incorporation were adopted and approved by a unanimous vote of the Shareholders of the Corporation on February 12, 2019. These votes were a sufficient number to approve these Amended and Restated Articles of Incorporation; no other or further votes or approvals were necessary.

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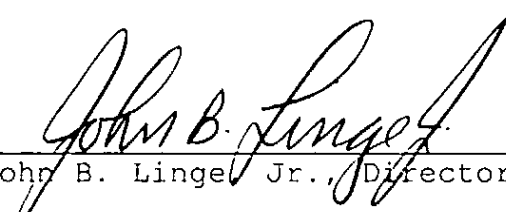
IN WITNESS WHEREOF, the undersigned authorized Officers
have executed these Amended and Restated Articles of
Incorporation on behalf of the Corporation and in their capacity
as Officers and Directors on this 19th day of February, 2019.

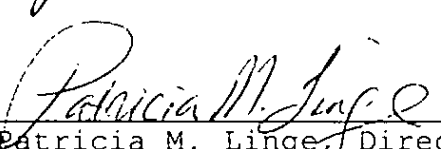
CPA Retirement Planning, Inc.,
NKA Linge Asset Management, Inc.,
a Florida corporation

BY: 
John B. Linge, Jr., President

ATTEST:

John B. Linge, Jr., Secretary

BY: 
John B. Linge, Jr., Director

BY: 
Patricia M. Linge, Director

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

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

Linge Asset Management, Inc.

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:

John B. Linge, Jr.
165 Wells Road, Suite 407
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.



John B. Linge, Jr.