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Division of Corporations

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
SALTZ MICHELSON ARCHITECTS, INC.**

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
SALTZ MICHELSON ARCHITECTS, INC.**

Pursuant to the provisions of Section 607.1007 of the Florida Business Corporation Act, the undersigned does hereby execute and submit for filing with the Florida Department of State these Amended and Restated Articles of Incorporation as follows:

**ARTICLE I - NAME**

The name of the corporation is Saltz Michelson Architects, Inc. (the "Corporation").

**ARTICLE II - ADDRESS**

The principal office and mailing address of the Corporation is 3501 Griffin Road, Ft. Lauderdale, FL 33312.

**ARTICLE III - CAPITAL STOCK**

The total number of shares which the Corporation shall have the authority to issue is six thousand (6,000) shares of common stock with a par value of \$0.01 per share.

The one hundred (100) shares of the common stock of the Corporation, \$1.00 par value, outstanding and held by the shareholders immediately prior to the time these Amended and Restated Articles of Incorporation become effective shall be and are hereby automatically reclassified and changed (without any further act) into five thousand (5,000) fully paid and non-assessable shares of the common stock of the Corporation, \$0.01 par value.

**ARTICLE IV - PURPOSE**

The Corporation is organized for the purpose of performing architectural service and for any purpose or activity permitted under the laws of the United States and under the laws of the State of Florida and for the purpose of transacting any and all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes.

Mark Saltz and Charles Michelson are licensed Florida architects, in active status, and each qualify the Corporation to provide professional services and do business in the State of Florida. Both individuals are principal officers of the Corporation.

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**ARTICLE V – INDEMNIFICATION**

This Corporation shall indemnify any and all of its directors, officers, employees or agents or former directors, officers, employees or agents or any person or persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his or her legal representative may be made a party or may be threatened to be made a party by reason of his or her being or having been a Director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any Directors, officer, employee or agent may be entitled as a matter of law or which he or she may be lawfully granted.

The foregoing Amended and Restated Articles of Incorporation were duly unanimously adopted and approved by the Corporation's Board of Directors and its Shareholders.

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**IN WITNESS WHEREOF**, the undersigned has executed these Amended and Restated Articles of Incorporation as of this 29th day of March, 2017.

SALTZ MICHELSON ARCHITECTS, INC.

By: 

Name: Mark L. Saltz

Title: President

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