

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H07000129788.3)))



H070001297883ABC9

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)205-0380

From:

Account Name : DRUMMOND WEHLE & ROSS LLP
Account Number : I20050000133
Phone : (813)983-8000
Fax Number : (813)983-8001

COR AMND/RESTATE/CORRECT OR O/D RESIGN

STERN & ASSOCIATES, INC.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$35.00

FILED
07 MAY 18 AM 11:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA

TS

Electronic Filing Menu

Corporate Filing Menu

Help

05/17/07 18:04:24 ET TO:

050-205-0381 FROM:

0136001904 Drummond Wehle Ross 001

050-205-0381

5/11/2007 10:55

PAGE 001/001

Florida Dept of State



May 11, 2007

FLORIDA DEPARTMENT OF STATE
Division of Corporations

STERN & ASSOCIATES, INC.
3914 N. US HIGHWAY 301, STE. 700
TAMPA, FL 33619

SUBJECT: STERN & ASSOCIATES, INC.
REF: P97000074819

050-205-0381

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Please refile the amendment only half of the pages are complete.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6927.

Tracy Smith
Document Specialist

FAX Aud. #: H07000129788
Letter Number: 807A00033007

RECEIVED

07 MAY 18 AM 8:00

DIVISION OF CORPORATIONS

P.O. BOX 6327 - Tallahassee, Florida 32314

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
STERN & ASSOCIATES, INC.**

**Article 1
Name**

The name of the corporation formed hereby (this "Corporation") is:

STERN & ASSOCIATES, INC.

**Article 2
Term of Existence**

This Corporation shall exist perpetually unless dissolved in accordance with law.

**Article 3
Business and Purposes**

The general nature of the business to be transacted by this Corporation, and the objects or purposes of this Corporation, shall be the transaction of any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, and any amendments thereto, and in connection therewith, this Corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

**Article 4
Capital Stock**

The aggregate number of shares of capital stock authorized to be issued by this Corporation shall be 1,000,000 shares of common stock with a par value of \$1.00 per share ("Common Stock"). Each share of Common Stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this Corporation. This Corporation may not issue shares of capital stock without the prior approval of its Board of Directors. Subject to such approval, the consideration for the issuance of shares of capital stock may be paid, in whole or in part, in cash, in other property (tangible or intangible), in labor or services actually performed for this Corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this Corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of Common Stock shall be fully paid and nonassessable.

**Article 5
Board of Directors**

The business and affairs of this Corporation shall be managed by its directors, collectively referred to as this Corporation's Board of Directors. The Board of Directors may

FILED
07 MAY 18 AM 11:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA

exercise all such powers of this Corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders of this Corporation. The full Board of Directors of this Corporation shall at all times comprise at least one (1) member, the exact number of directors to be fixed from time to time by the directors or stockholders of this Corporation or by its Bylaws. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to constitute the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors, subject to any special voting requirements as may be specified in this Corporation's Bylaws. Subject to the Bylaws of this Corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this Corporation may remove any director from office at any time with or without cause in accordance with the provisions of the Bylaws.

Article 6

Amendment of Articles of Incorporation

This Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation; provided, however, that these Articles of Incorporation as now in effect or hereafter amended shall not be inconsistent with or contrary to, but shall be subordinate to, the laws of the State of Florida and of the United States.

Article 7

Bylaws

The power to adopt the Bylaws of this Corporation, to alter, amend or repeal the Bylaws, or to adopt new Bylaws, shall be vested in the Board of Directors of this Corporation; provided, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by the stockholders, and the stockholders may prescribe in any bylaw made by them that such bylaw shall not be altered, amended or repealed by the Board of Directors. The Bylaws of this Corporation shall be for the government of this Corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this Corporation; provided, however, that the Bylaws shall not be inconsistent with or contrary to, but shall be subordinate to, the provisions of these Articles of Incorporation, including as hereafter amended, and the laws of the State of Florida and of the United States.

Article 8

Affiliated Transactions

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall not apply to this Corporation or to transactions with this Corporation.

**ARTICLES OF RESTATEMENT
OF THE
ARTICLES OF INCORPORATION
OF
STERN & ASSOCIATES, INC.**

STERN & ASSOCIATES, INC., a corporation organized and existing under the laws of State of Florida (this "Corporation"), in order to amend and restate its Articles of Incorporation in accordance with the requirements of Chapter 607, Florida Statutes, does hereby certify as follows:

1. The name of this Corporation is **STERN & ASSOCIATES, INC.** and its Document Number is **P97000074819**.

2. The Articles of Incorporation of this Corporation are hereby amended and restated by deleting the Articles of Incorporation of this Corporation in their entirety and replacing such Articles of Incorporation with the Amended and Restated Articles of Incorporation beginning on the immediately following page.

3. These Articles of Restatement contain amendments to this Corporation's Articles of Incorporation (the "Amendments") requiring stockholder approval. These Articles of Restatement and the Amendments were approved and adopted by the sole director of this Corporation by written consent effective on May 8th, 2007 and by the sole stockholder of this Corporation by written consent also effective on May 8th, 2007. There has been and there is only one class of capital stock of this Corporation outstanding, there was only one voting group entitled to vote on these Articles of Restatement and the Amendments, and all outstanding shares were voted in favor of the Amendments. Accordingly, the number of votes cast for the amendment by the stockholders was sufficient for approval of these Articles of Restatement and the Amendments.

4. These Articles of Restatement and the Amendments do not provide for an exchange, reclassification or cancellation of issued shares.

5. These Articles of Restatement, the Amendments and the Amended and Restated Articles of Incorporation attached hereto shall become effective upon filing by the Department of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned duly authorized officer of this Corporation has executed these Articles of Amendment and Restatement of the Articles of Incorporation of Stern & Associates, Inc. this 8th day of May, 2007.

STERN & ASSOCIATES, INC.

By: Max W. Mitchell 5/8/2007
Max W. Mitchell Date
President