

P97000107088

Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

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.

(((H00000066439 1)))

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) 922-4000

From:

Account Name : MACFARLANE FERGUSON & MCMULLEN
Account Number : 076077001654
Phone : (813) 273-4261
Fax Number : (813) 273-4396

FILED
00 DEC 21 PM 4:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BASIC AMENDMENT**DAVIS & SCARRITT, P.A.**

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

RECEIVED
00 DEC 21 AM 11:02
DIVISION OF CORPORATIONS

Amendment
12/21/00 DC

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
DAVIS & SCARRITT, P.A.

H00000066439

DAVIS & SCARRITT, P.A., a Florida professional association (the "Association"), hereby certifies as follows:

1. The Articles of Incorporation of the Association are hereby amended by deleting Article IV Capital Stock in its entirety and substituting in lieu thereof the following:

"ARTICLE IV

Capital Stock

The aggregate number of shares of stock authorized to be issued by this Association shall be One Hundred Thousand (100,000) shares of common stock, each with a par value of \$.01. Each share of issued and outstanding common stock shall entitle the holder thereof to fully participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the corporation upon liquidation or dissolution.

2. The Articles of Incorporation are hereby further amended by deleting Article X, Indemnification, in its entirety and substituting in lieu thereof the following:

"ARTICLE X

Indemnification

A. Right to Indemnification. Except as limited by paragraph B hereinbelow, the Association shall indemnify to the fullest extent authorized by the Florida Business Corporation Act, Section 607.0850, Florida Statutes (1999) or as such law may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Association to provide broader indemnification rights than such law permitted the Association to provide prior to such amendment), each director and officer of the Association who is or was a party to any proceeding by reason of the fact that he is or was a director or officer of the Association or was serving at the request of the Association as a director or officer of another corporation or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof. For purposes of this Article, the term "proceeding" includes any threatened, pending, or completed action, suit, or other type of proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal and the term "liability" includes obligations to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to any employee benefit plan), and expenses actually and reasonably incurred with respect to a proceeding. The right to indemnification conferred in this Article shall be a contract right and shall include the right to be paid by the Association the expenses incurred in defending any such proceeding in advance of its final disposition upon receipt of an undertaking by or on behalf of such director or officer to repay such

H00000066439

00 DEC 21 PM 4: 16
SECRET
TALLAHASSEE, FLORIDA

FILED

amount if he is ultimately found not to be entitled to indemnification by the Association. Indemnification and advancement of expenses as provided for in this Article shall continue to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such person.

B. Exceptions. Indemnification or advancement of expenses shall not be made to or on behalf of any director or officer if a judgment or other final adjudication establishes that his action, or omissions to act, were material to the cause of action so adjudicated and constitute:

(1) A violation of criminal law, unless the director or officer had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;

(2) A transaction from which the director or officer derived an improper benefit;

(3) In the case of a director, a circumstance under which Section 607.0834, Florida Statutes, (1999) would subject a director to liability; or

(4) Willful misconduct or a conscious disregard for the best interests of the Association in a proceeding by or in the right of the Association to procure a judgment in its favor or in a proceeding by or in the right of a shareholder.

C. Insurance. The Association may purchase and maintain insurance, at its expense, to protect itself and any director and officer of the Association or other enterprise against any liability, whether or not the Association would have the power to indemnify such person against such liability under the Florida Business Corporation Act.

D. Limitation of Director's Liability. A director of the Association shall not be personally liable for monetary damages to the Association or any other person (including a shareholder of the Association) for any statement, vote, decision, or failure to act, regarding corporate management or policy, by a director, unless:

(1) The director breached or failed to perform his duties as a director; and

(2) The director's breach of, or failure to perform, those duties' constitutes:

(i) A violation of the criminal law, unless the director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful. A judgment or other final adjudication against a director in any criminal proceeding for a violation of the criminal law estops that director from contesting the fact that his breach, or failure to perform, constitutes a violation of the criminal law; but does not estop the director from establishing that he had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful;

(ii) A transaction from which the director derived an improper personal benefit;

(iii) A circumstance under which Section 607.0834, Florida Statutes (1999) would subject the director to liability;

(iv) In a proceeding by or in the right of the Association to procure a judgment in its favor or by or in the right of a shareholder, conscious disregard for the best interest of the Association, or willful misconduct; or

(v) In a proceeding by or in the right of someone other than the Association or a shareholder, recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property."

3. The foregoing amendments shall become effective as of the close of business on the date these Articles of Amendment are approved by the Florida Department of State and all filing fees then due have been paid, all in accordance with the corporation laws of the State of Florida.

4. The amendments recited in Sections 1. and 2. above have been duly adopted in accordance with the Professional Service Corporation Act, Chapter 621, Florida Statutes, and the Florida Business Corporation Act, Chapter 607, Florida Statutes, by shareholders holding all of the stock of the Association and all directors having executed a written statement, dated December 31, 1999 manifesting their intentions that the amendment be adopted; and the number of votes cast for the amendment by the shareholders having been sufficient for approval.

IN WITNESS WHEREOF, the Association has caused these Articles of Amendment to be prepared under the signature of its President this 12th day of December, 2000.

DAVIS & SCARRITT, P.A.

By 

Thomas P. Scarritt, Jr., President

Amended Articles.3.wpd