

99000057654

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Division of Corporations
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To:

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

From:

Account Name : TRIAD PROFESSIONAL SERVICES, LLC
Account Number : I20020000094
Phone : (770) 777-2091
Fax Number : (770) 220-1943

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DOWELLGROUP, INC.

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*Amend & Re-stat
Dec 28, 2006
1 - Certified
[Signature]*

(((H06000303023 3)))

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: DOWELLGROUP, INC.

DOCUMENT NUMBER: P99000057654

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Sharon K. Gray

(Name of Person)

Triad Professional Services, LLC

(Name of Firm/ Company)

2050 Marconi Drive, Suite 150

(Address)

Alpharetta, GA 30006

(City/ State/ and Zip Code)

For further information concerning this matter, please call:

Sharon K. Gray

(Name of Person)

at (770) 777-2091

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☒ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
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(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

((H06000303023 3)))

Articles of Amendment
to
Articles of Incorporation
of

DOWELLGROUP, INC.

(Name of corporation as currently filed with the Florida Dept. of State)

P99000057654

(Document number of corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

See Attached Amended and Restated Articles of Incorporation.

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

N/A

(continued)

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TALLAHASSEE, FLORIDA

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The date of each amendment(s) adoption: December 28, 2006Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
(voting group)

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 28 day of December, 2006.

Signature

Guy G. Dowell, Jr.
(By a director, president, or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Guy G. Dowell, Jr.

(Typed or printed name of person signing)

President

(Title of person signing)

FILING FEE: \$35

(((H06000303023 3)))

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
DOWELLGROUP, INC.
(a Florida corporation)

Pursuant to Section 607.1007 of the Florida Business Corporation Act (the "FBCA"), the Articles of Incorporation of **DOWELLGROUP, INC.**, a corporation organized and existing under the laws of the State of Florida, which Articles of Incorporation were initially filed with the Department of State of the State of Florida on June 25, 1999 are hereby amended and restated in their entirety as follows:

ARTICLE I
NAME

The name of the Corporation is **DowellGroup, Inc.** (hereinafter called the "Corporation").

ARTICLE II
PRINCIPAL OFFICE AND REGISTERED AGENT

The current address of the principal place of business of the Corporation is 4646 Carlton Dunes Dr., Suite 2, Amelia Island, Florida 32034; such principal place of business of the Corporation may be relocated to such address and in such city in the State of Florida as designated by the Board of Directors of the Corporation (the "Board of Directors") from time to time. The name and address of the Corporation's registered agent in the State of Florida is Arthur I. Jacobs, 401 Centre Street, Second Floor, Fernandina Beach, Florida 32034.

ARTICLE III
PURPOSE

The Corporation is formed to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act, Chapter 607, Florida Statutes (the "FBCA"), including any amendments thereto.

ARTICLE IV
CAPITAL STOCK

(a) The aggregate number of shares which this Corporation shall have authority to issue is Ten Thousand (10,000) shares of voting common stock, \$.10 par value (the "Class A Common Stock") and Ten Thousand (10,000) shares of nonvoting common stock, \$.10 par value (the "Class B Common Stock"). Fully paid stock of this Corporation shall not be liable to any further call or assessment.

(((H06000303023 3)))

(b) The holders of Class A Common Stock and Class B Common Stock shall have identical rights with respect to (i) distributions from the Corporation; (ii) the liquidation of the Corporation; and (iii) all other matters affecting the Corporation, except that the holders of the Class B Common Stock shall not be entitled to vote on matters affecting the Corporation (except as otherwise required by the Act) including, but not limited to, the right to increase or decrease the authorized stock of any class or classes and the right to vote on the sale of all or substantially all of the assets of the Corporation.

(c) Upon this Amended and Restated Articles of Incorporation becoming effective pursuant to the FBCA (the "Effective Time"), each share of the Corporation's Common Stock, par value \$1.00 per share (the "Old Common Stock"), issued and outstanding immediately prior to the Effective Time, will be automatically reclassified and converted into ten shares of Class A Common Stock and ten shares of Class B Common Stock. Any stock certificate that, immediately prior to the Effective Time representing shares of Old Common Stock will, from and after the Effective Time, automatically and without the necessity of presenting the same for exchange, represent the number of (i) shares of Class A Common Stock as equals the product obtained by multiplying the number of shares of Old Common Stock represented by such certificate immediately prior to the Effective Time by ten and, (ii) shares of Class B Common Stock as equals the product obtained by multiplying the number of shares of Old Common Stock represented by such certificate immediately prior to the Effective Time by ten.

(d) At such time as all the shares of Class A Common Stock are repurchased or redeemed by the Company pursuant to that certain Shareholders Agreement, by and between the Corporation and the Shareholders named therein, as amended from time to time, all issued and outstanding shares of Class B Common Stock shall be reclassified and become shares of Class A Common Stock. Upon such reclassification, the outstanding shares of Class B Common Stock shall be converted automatically and without further action by the holders of such shares, into shares of Class A Common Stock, and whether or not the certificates representing such shares are surrendered to the Corporation or its transfer agent; provided, that the Corporation shall not be obligated to issue to any holder certificates evidencing the shares of Class A Common Stock issuable to such holder upon the reclassification and combination unless certificates evidencing the shares of Class B Common Stock are delivered either to the Corporation. All certificates evidencing shares of Class B Common Stock which are required to be surrendered in connection with the reclassification in accordance with the provisions hereof shall, from and after the date such certificates are so required to be surrendered, be deemed to have been retired and canceled and the shares of Class B Common Stock represented thereby reclassified into Class A Common Stock for all purposes, notwithstanding the failure of the holder or holders thereof to surrender such certificates on or prior to such date. Each holder of Class B Common Stock shall receive a number of shares of Class A Common Stock equal to the number of shares of Class B Common Stock held by such holder at the time of the reclassification.

ARTICLE V

BOARD OF DIRECTORS

The Board of Directors of the Corporation (the "Board of Directors") will consist of the number of individuals specified in or fixed in accordance with the Bylaws of the Corporation. All corporate powers shall be exercised by or under the authority of, and the business and affairs

(((H06000303023 3)))

of the Corporation shall be managed under the direction of, the Board of Directors. Members of the Board of Directors must be natural persons who are at least 18 years of age but need not be residents of Florida or shareholders of the Corporation.

ARTICLE VI

DIRECTOR ACTION WITHOUT A MEETING

Any action required or permitted to be taken at a meeting of the Board of Directors (or at a meeting of any committee of the Board of Directors) may be taken without a meeting, without prior notice and without a vote if the action is taken by the written consent of all members of the Board of Directors (or of such committee of the Board of Directors). The action must be evidenced by one or more written consents describing the action to be taken and signed by each director (or committee member), which consent(s) shall be filed in the minutes of the proceedings of the Board of Directors. The action taken shall be deemed effective when the last director signs the consent, unless the consent specifies otherwise, and shall have the effect of a meeting vote and may be described as such in any document.

ARTICLE VII

CALL OF SPECIAL SHAREHOLDERS MEETING

Except as otherwise required by applicable law, the Corporation shall not be required to hold a special meeting of shareholders of the Corporation unless (in addition to any other requirements of applicable law) (i) the holders of not less than ten (10%) percent of all the votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held; or (ii) the meeting is called by (a) the Board of Directors pursuant to a resolution approved by a majority of the entire Board of Directors, (b) the Corporation's Chairman of the Board of Directors, Chief Executive Officer or President, or (c) the Corporation's Secretary upon the written request of two or more members of the Board of Directors. Only business within the purpose or purposes described in the special meeting notice required by Section 607.0705 of the FBCA (or a successor provision of such law) may be conducted at a special shareholders' meeting.

ARTICLE VIII

SHAREHOLDER ACTION BY WRITTEN CONSENT

Any action required or permitted to be taken at any annual or special meeting of shareholders of the Corporation may be taken without a meeting, without prior notice and without a vote if such action is taken by the written consent of the holders of the outstanding shares of capital stock of the Corporation entitled to vote on such action having not less than the minimum number of votes (including, if and as applicable, the minimum number of votes of any voting groups entitled to vote separately on the matter) necessary to authorize or take such action at a meeting at which all shares of capital stock entitled to vote thereon were present and voted. In order to be effective, the action must be evidenced by one or more written consents describing the action taken, dated and signed by approving shareholders having the requisite number of votes entitled to vote thereon, and delivered to the Secretary or other officer or agent of the Corporation having custody of the official minute books of the Corporation in which proceedings

(((H06000303023 3)))

of meetings of the shareholders are recorded (the "Shareholder Minute Books"). Whenever action is taken pursuant to this Article VIII, the written consent(s) of shareholders, or the written reports of inspectors appointed to tabulate shareholder consents, shall be filed in the Shareholder Minute Books. No written consent of shareholders shall be effective to take the corporate action referred to therein unless, within sixty (60) days of the date of the earliest dated consent delivered in the manner provided in this Article VIII, written consents executed and delivered by the number of holders required to take action are delivered to the Corporation by delivery as required in this Article VIII. Within ten (10) days after obtaining authorization of corporate action by written consent of shareholders, notice shall be given to those shareholders who have not consented in writing or who are not entitled to vote on the action, which notice shall comply with the provisions of the FBCA. The action taken by written consent under this Article VIII shall have the effect of a meeting vote and may be described as such in any document.

ARTICLE IX **LIMITATION OF LIABILITY**

To the fullest extent permitted under the FBCA and other applicable law, no director of the Corporation shall be personally liable to the Corporation or any of its shareholders or any other person for monetary damages for or relating to any statement, vote, decision or failure to act, regarding corporate management or policy or any other matter relating to the Corporation, by a director, unless the breach or failure to perform his or her duties as a director satisfies the standards set forth in Section 706.0831(1) of the FBCA (or a successor provision of such law) as the same exists or may hereafter be amended. To the fullest extent permitted under the FBCA and other applicable law, a director of the Corporation shall not be or held liable for any action taken as a director, or any failure to take action, if he or she performed the duties of his or her office in compliance with Section 607.0830 of the FBCA (or a successor provision of such law) as the same exists or may hereafter be amended. If the FBCA is amended hereafter to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent authorized by the FBCA, as so amended. Any repeal or modification of this Article IX shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

ARTICLE X **INDEMNIFICATION**

The Corporation shall indemnify its officers and directors to the fullest extent authorized or permitted by law, as now or hereafter in effect, and such right to indemnification shall continue as to a person who has ceased to be an officer or director of the Corporation and shall inure to the benefit of his or her heirs, executors, administrators, assigns and personal and legal representatives; provided, however, that, except for proceedings to enforce rights to indemnification, the Corporation shall not be obligated to indemnify any officer or director (or his or her heirs, executors, administrators, assigns or personal or legal representatives) in connection with a proceeding (or part thereof) initiated by such person unless such proceeding (or part thereof) was authorized or consented to by the Board of Directors. The right(s) to indemnification conferred by this Article X shall include the right to be paid by the Corporation

(((H06000303023 3)))

the expenses incurred in defending or otherwise participating in any proceeding in advance of its final disposition only upon the Corporation's receipt of an undertaking, in form reasonably satisfactory to the Corporation, by or on behalf of the director to repay such amounts if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Article X.

The Corporation may, to the extent authorized from time to time in the Corporation's Bylaws or otherwise by resolution of the Board of Directors, provide rights to indemnification and to the advancement of expenses to employees and agents of the Corporation similar to those conferred in this Article X to directors of the Corporation.

The rights to indemnification and to the advancement of expenses conferred in this Article X shall not be exclusive of any other right(s) which any person may have or hereafter acquire or be granted or accorded under these Articles of Incorporation, the Bylaws of the Corporation, any statute, agreement, vote of shareholders or disinterested directors or otherwise.

Any repeal or modification of this Article X shall not adversely affect any right(s) to indemnification or to the advancement of expenses of an officer or director of the Corporation existing at the time of such repeal or modification with respect to any acts or omissions occurring prior to such repeal or modification.

The Corporation shall have the power and authority to purchase and maintain insurance (including, without limitation, errors and omissions insurance) on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, company, joint venture, trust or other enterprise, against any liability or expenses asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability or expenses under the provisions of this Article X.

ARTICLE XI

BYLAW AMENDMENTS

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, each of the Board of Directors and the shareholders of the Corporation is expressly authorized and empowered to make, alter, amend and repeal the Bylaws of the Corporation in any respect not inconsistent with the laws of the State of Florida or with these Articles of Incorporation. For the shareholders to make, alter, amend or repeal the Bylaws of the Corporation in any respect, such action (in addition to any other vote required under applicable law or elsewhere in these Articles of Incorporation) must be approved by the affirmative vote of the holders of a majority of the outstanding shares of capital stock entitled to vote thereon. The Corporation's Board of Directors may freely alter, amend or repeal the Bylaws of the Corporation unless (a) these Articles of Incorporation or the FBCA (as the same exists or may hereafter be amended) reserves the power to alter, amend or repeal the Bylaws generally or a particular Bylaw provision exclusively to the shareholders, or (b) the shareholders of the Corporation, in altering, amending or repealing the Bylaws generally or a particular Bylaw

((H06000303023 3)))

provision, provide expressly that the Board of Directors may not alter, amend or repeal the Bylaws or a particular Bylaw provision.

ARTICLE XII
AMENDMENT OF ARTICLES

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, in the manner provided in the FBCA (as the same exists or may hereafter be amended), and any right conferred upon the shareholders is expressly subject to this reservation.

* * * * *

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IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation of DowellGroup, Inc. this 28th day of December in the year 2006.

DOWELLGROUP, INC.

By: 

Name: Guy G. Dowell, Jr.

Title: President

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