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TALLARASSEE FLORIDA

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EFFECTIVE DATE
July 1,2015

### GORNTO & GORNTO, P.A.

ATTORNEYS AT LAW
444 Seabreeze Boulevard, Suite 200
Daytona Beach, Florida 32118
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Bradford B. Gornto
Master of Laws in Taxation

L. A. 'Gus' Gornto, Jr.

Board Certified Tax Lawyer Master of Laws in Taxation

Telecopier (386) 257-1833

June 15, 2015

Florida Department of State Division of Corporations - Amendment Section Clifton Building 2661 Executive Center Circle Tallahassee, FL 32301

Re: Gornto & Gornto, P.A.

Dear Sir or Madam:

Enclosed are an original and one copy of the Articles of Amendment and Restatement to the Articles of Incorporation of Gornto & Gornto, P.A..

I would appreciate your filing these documents upon receipt and forwarding one certified copy of the Articles of Amendment and Restatement to me by U.S. Mail on the date of filing.

I have enclosed a check in the amount of \$43.75 for all costs, including filing fees.

Thank you for your assistance in this matter.

With kindest regards,

L. A. Dorvito, Jr.

L. A. Gornto, Jr.

LAG/ml Enclosures

# SECRETARY OF STATE ARTICLES OF AMENDMENT AND RESTATEMENT ARASSES, FLORIDA TO ARTICLES OF INCORPORATION 15 JUH | 8 AM 9: | 5 GORNTO & GORNTO, P.A.

Pursuant to the provisions of section 607.1007, Florida Statutes, the undersigned corporation adopts the following articles of amendment and restatement to its articles of incorporation:

FIRST: Amendments and restatements adopted:

ARTICLE I NAME

The name of this corporation shall be:

Gornto Legal, P.A.

#### ARTICLE II GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be:

- A. To engage in every phase and aspect of the business of rendering the same professional services to the public that an attorney duly licensed under the laws of the State of Florida is authorized to render, but such professional services shall be rendered only through officers, employees and agents of this corporation who are duly licensed under the laws of the State of Florida to practice law therein.
- B. To invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investments, and to own real and personal property necessary for the rendering of such professional services.
- C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objects of this corporation enumerated in these Articles of Incorporation or any amendment thereof, and to do any act necessary or incidental to the protection and benefit of this corporation; and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objects of this corporation.
- D. It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 621, Florida Statutes, as the same may be from time to time amended.

#### ARTICLE III PRINCIPAL OFFICE

The principal place of business or mailing address of this corporation shall be:

444 Seabreeze Blvd, Suite 200 Daytona Beach, FL 32118

The Board of Directors shall have the power to establish branch offices, and to move the principal

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office to any other address in Florida.

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#### ARTICLE IV CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of voting common stock having a par value of \$1.00 per share, with the consideration to be paid for each share to be in cash, property or other benefits to the corporation, as may be determined to be adequate by the Board of Directors.

#### ARTICLE V REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 444 Seabreeze Blvd., Suite 200, Daytona Beach, Florida 32118, and the name of the initial registered agent of the corporation at that address is L. A. Gornto, Jr., Esq.

#### ARTICLE VI TERM OF EXISTENCE

This corporation shall commence July 1, 2015, and shall have perpetual existence.

#### ARTICLE VII NUMBER OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the Bylaws of this corporation. The Director, as such, shall receive such compensation for his services, if any, as may be set by the Board of Directors at an annual or special meeting. The Director may authorize and require the payment of the reasonable expenses incurred by the Director in attending meetings of the Directors. Nothing in this Article shall be construed to preclude the Director from serving the corporation in any other capacity and receiving compensation therefore.

## ARTICLE VIII DIRECTORS

The name and address of the initial Director of this corporation, who shall hold office the first year of the corporation's existence or until his successor is elected, are:

Name

Address

L. A. Gornto, Jr.

444 Seabreeze Blvd, Suite 200 Daytona Beach, FL 32118

## ARTICLE IX OFFICERS

The name and address of the initial Officer of this corporation, who shall hold office the first year of the corporation's existence or until his successor is elected, are:

Name and Address

Office

L. A. Gornto, Jr.

President, Secretary and Treasurer

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## ARTICLE X INCORPORATOR

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The following is the name and street address of the incorporator signing these articles, an attorney duly licensed under the laws of the State of Florida:

<u>Name</u>

Address

L. A. Gornto, Jr., Esq.

444 Seabreeze Blvd, Suite 200 Daytona Beach, FL 32118

#### ARTICLE XI STOCKHOLDERS

Shares of this corporation's capital stock shall be issued only to individuals who are duly licensed to render services as an attorney under the laws of the State of Florida. No stockholder of this corporation may sell or transfer his or her shares of stock therein, except to another individual who is eligible to be a stockholder of this corporation. No stockholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his or her shares.

## ARTICLE XII AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholders' meeting by a majority of the stock issued and entitled to be voted, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. Any right conferred by these Articles of Incorporation upon the Shareholders is subject to this reservation.

#### ARTICLE XIII BYLAWS

The power to adopt, alter, amend or repeal Bylaws of this corporation shall be vested in the Board of Directors.

## ARTICLE XIV ADDITIONAL CORPORATE POWERS

In furtherance hereof, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, this corporation shall have the following powers:

- A. To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.
- B. To purchase and acquire any or all of its shares owned and held by a stockholder hereof, should he or she desire to sell, transfer, or otherwise dispose of his or her shares, or any or all of its shares owned and held by a stockholder who dies; provided, however, that the capital of this corporation shall not be impaired thereby.

C. To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit-sharing plan, or (3) other qualified or non-qualified retirement or incentive compensation plan.

SECOND: This amendment does not provide for an exchange, reclassification or cancellation

of issued shares, and provisions for implementing this amendment are contained in

the amendment itself.

THIRD: The date of each amendment's adoption: June 15, 2015. The effective date is July 1,

2015.

FOURTH: These Articles of Amendment and Restatement were approved by the shareholders.

The number of votes cast for the amendment and restatement were sufficient for

approval.

FIFTH: These Articles of Amendment and Restatement to the Articles of Incorporation of

Gornto Legal, P.A. supersede the original articles of incorporation and all

amendments thereto.

The undersigned has executed these Articles of Amendment and Restatement to the Articles of Incorporation of Gornto & Gornto, P.A. as of this 15th day of June, 2015.

Gornto & Gornto, P.A.

L. A. Cornto, Jr., President