

Division of Corporations

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Florida Department of State  
Division of Corporations  
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WIGINTON CORPORATION

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$43.75

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12/31-07

Amend Articles  
Restated

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF WIGINTON CORPORATION**

Pursuant to the provisions of Sections 607.1006 and 607.1007 of the Florida Statutes, the undersigned Florida corporation hereby adopts the following Amended and Restated Articles of Incorporation:

**ARTICLE I - NAME OF CORPORATION**

The name of this Corporation is Wiginton Corporation.

EFFECTIVE DATE  
1/108

**ARTICLE II - PURPOSE**

The general purpose for which this Corporation is organized shall be to conduct and transact any and all lawful business authorized or not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended.

**ARTICLE III - PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office of this Corporation is located at 699 Aero Lane, Sanford, Florida 32771. The mailing address of the Corporation is 699 Aero Lane, Sanford, Florida 32771.

**ARTICLE IV - CAPITAL STOCK**

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is ten million (10,000,000) shares of common stock having a par value of One Cent (\$.01) per share ("Common Stock").

The Common Stock of the Corporation shall only be owned by the following permitted shareholders: (1) the Corporation's employees; (2) the trust established pursuant to the Wiginton Corporation Employee Stock Ownership Trust, as amended from time to time (the "Trust"), which is established pursuant to and is subject to the Wiginton Corporation Employee

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Stock Ownership Plan, as amended from time to time (the "Plan"), and the trustee thereof; and (3) any permitted holder or transferee under those certain Stock Warrant and Restriction Agreements entered into by and between the Corporation and the Class B Shareholders (as defined therein) effective January 1, 2008 (each a "Permitted Shareholder"). Any attempt to transfer shares of Common Stock of the Corporation to other than a Permitted Shareholder will be invalid and of no effect and the Corporation shall have the right to repurchase the shares attempted to be transferred. The Corporation shall have the right to repurchase, on an installment basis over a five year period, such shares at a price equal to the fair market value of such shares as determined in accordance with the Plan.

Effective as of the date of these Articles, no shareholder shall (a) transfer all or part of such shareholder's stock in a manner which would result in an increase in the then current number of shareholders of the Corporation in excess of those allowed under Section 1361 of the Internal Revenue Code of 1986, as amended ("Code"); (b) transfer all or part of such shareholder's stock to a person or entity who is not eligible to hold stock in an S corporation pursuant to Section 1361(b)(1) of the Code; or (c) voluntarily transfer such shareholder's stock in any manner which would result in the termination of the Corporation's status as an S corporation for federal income tax purposes under the provisions of the Code. Any purported transfer in violation of these provisions shall be void, and the Corporation shall not be required to accept or recognize any such purported transfer except as herein provided.

#### **ARTICLE V - BOARD OF DIRECTORS**

A. The number of Directors of this corporation shall be not less than three (3) nor more than fifteen (15), as provided in the Bylaws of the Corporation.

B. The number of Directors may be increased or diminished from time to time by Bylaws adopted by the shareholders or Directors, but shall never be less than one (1).

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C. The names and street addresses of the members of the Board of Directors, each to hold office until their successors are elected or appointed and have qualified, are:

Joe E. Wiginton 699 Aero Lane  
Sanford, Florida 32771

Donald G. Wiginton 699 Aero Lane  
Sanford, Florida 32771

Alan D. Wiginton 699 Aero Lane  
Sanford, Florida 32771

**ARTICLE VI - PURPOSE**

The general purpose for which this Corporation is organized shall be to conduct and transact any and all lawful business authorized or not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended.

**ARTICLE VII - INDEMNIFICATION**

This Corporation shall indemnify any officer, director, employee, or agent, or any former officer, director, employee, or former agent, to the full extent permitted by law.

**ARTICLE VIII - TERM OF EXISTENCE**

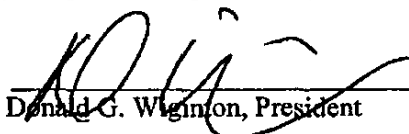
This Corporation shall have perpetual existence.

**ARTICLE IX - EFFECTIVE DATE**

These Amended and Restated Articles of Incorporation shall be effective on January 1, 2008.

IN WITNESS WHEREOF, I have subscribed my name as President pursuant to lawful corporate authority this 28th day of December, 2007.

WIGINTON CORPORATION


By:   
Donald G. Wiginton, President

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**OFFICER'S CERTIFICATE TO ACCOMPANY  
AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
WIGINTON CORPORATION**

I, Donald G. Wiginton, being the duly elected, qualified and acting President of Wiginton Corporation, a Florida corporation (the "Corporation"), hereby certify that the Amended and Restated Articles of Incorporation of the Corporation accompanying this Certificate were (1) duly adopted and approved by all of the members of the Board of Directors of the Corporation in compliance with Section 607.1007 of the Florida Statutes, (2) duly adopted and approved by all of the shareholders of the Corporation in compliance with Section 607.1007 of the Florida Statutes, and (3) that the number of votes cast for the Amended and Restated Articles of Incorporation by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, I have subscribed my name as President pursuant to lawful corporate authority, on this 28th day of December, 2007.

  
\_\_\_\_\_  
Donald G. Wiginton, President

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