Division of Corporations

409902

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Amended & Restated Art.

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**ARTICLES OF AMENDMENT AND RESTATEMENT
OF THE
ARTICLES OF INCORPORATION
OF
THOMAS SIGN AND AWNING COMPANY, INC.**

THOMAS SIGN AND AWNING COMPANY, INC., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), in order to amend and restate its Articles of Incorporation as now in effect, in accordance with the requirements of Chapter 607, Florida Statutes, does hereby certify as follows:

1. The name of the Corporation is Thomas Sign and Awning Company, Inc. and its Document Number with the Florida Department of State is 409920.

2. The Amended and Restated Articles of Incorporation filed together herewith are a complete restatement of the Corporation's Articles of Incorporation, and superseded the Corporation's Articles of Incorporation filed on October 2, 1972 and all amendments thereto.

3. The Amended and Restated Articles of Incorporation filed together herewith were duly adopted and approved by the joint written consent of the Board of Directors and all the shareholders of the Corporation on November 16, 2012, which was sufficient for approval of the following amendments:

a. To amend Article II to reflect revisions in the purposes for which the Corporation is organized and to clarify the powers the Corporation may exercise.

b. To amend Article III to reflect revisions in the maximum number of shares of stock that the Corporation is authorized to have outstanding; to reflect the votes which holders of stock of the Corporation are entitled; to clarify permitted consideration for said shares; to reflect that when issued, all shares shall be fully paid and nonassessable; and to reflect that there shall be no cumulative voting for the election of directors of the Corporation.

c. To amend Article IV to remove the description of the amount of initial capital of the Corporation and in lieu thereof, to reflect the term of the Corporation's existence.

d. To amend Article V to remove the description of the term of the Corporation's existence and in lieu thereof, to specify the current principal office and mailing address of the Corporation.

e. To amend Article VI to remove the initial principal office address of the Corporation and in lieu thereof, to specify the current registered office address and registered agent of the Corporation.

f. To amend Article VII to reflect revisions in the authorized number of directors and management of the Corporation's affairs by the directors; to reflect the requirement of a quorum for the transactions of business at meetings of the directors; to reflect the location of meetings of directors; and to reflect the manner of election and removal of directors by shareholders.

g. To amend Article VIII to remove the references to the members of the first Board of Directors and in lieu thereof, to reflect the directors' and shareholders' rights to approve and amend the bylaws of the Corporation, and to reflect the purpose of the bylaws.

h. To amend Article IX to remove the references to the original subscribers to the Corporation and in lieu thereof, to specify the Corporation's right to approve and amend the Amended and Restated Articles of Incorporation.

i. To amend Article X to remove the description of amending the Articles of Incorporation and in lieu thereof, to reflect that the provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to the Corporation.

4. These Articles of Amendment and Restatement of the Articles of Incorporation of the Corporation shall be effective upon filing hereof with the Department of State of the State of Florida.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed these Articles of Amendment and Restatement of the Articles of Incorporation of Thomas Sign and Awning Company, Inc. as of this 16 day of November, 2012.

THOMAS SIGN AND AWNING COMPANY, INC.

By: Priscilla G. Thomas

Priscilla G. Thomas, President

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THOMAS SIGN AND AWNING COMPANY, INC.

ARTICLE I

Name

The name of this corporation is Thomas Sign and Awning Company, Inc.

ARTICLE II

Business and Purposes

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, 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 III

Capital Stock

(a) The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 500 shares of common stock with a nominal or par value of $5.00 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, 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 stock shall be fully paid and nonassessable.

(b) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE IV

Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE V

Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation shall be:

4590 118th Ave North
Clearwater, Florida 33762

ARTICLE VI

Registered Office and Registered Agent

The registered office of this corporation shall be located at 101 E. Kennedy Boulevard, Suite 2700, Tampa, Florida, 33602, and the registered agent of this corporation at such office shall be TK Registered Agent, Inc. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VII

Board of Directors

The Board of Directors of this corporation shall consist of not less than one (1) nor more than fifteen (15) members, the exact number of directors to be fixed from time to time by the stockholders or the bylaws. The business and affairs of this corporation shall be managed by the Board of Directors, which may 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. 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 comprise 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 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.

ARTICLE VIII

Bylaws

(a) 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 by-law 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 by-law in lieu thereof may be adopted by the stockholders, and the stockholders may prescribe in any by-law made by them that such by-law shall not be altered, amended or repealed by the Board of Directors.

(b) 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 the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

ARTICLE IX

Amendment of Amended and Restated Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Amended and Restated 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. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X

Affiliated Transactions

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this corporation.

IN WITNESS WHEREOF, the undersigned officer has executed these Amended and Restated Articles of Incorporation for the uses and purposes therein stated, this 16 day of November, 2012.

THOMAS SIGN AND AWNING COMPANY, INC.

By: Priscilla G. Thomas

Priscilla G. Thomas, President

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