G45566

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MEISNER ELECTRIC INC.

S. TALLENT
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June 1, 2017

FLORIDA DEPARTMENT OF STATE
Division of Corporations

MEISNER ELECTRIC INC.
220 NE 1ST ST.
DELRAY BEACH, FL 33444

SUBJECT: MEISNER ELECTRIC INC.
REF: G45566

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

ARTICLE IV APPEARS TO HAVE TITLES OF SHARES AND INDEMNIFICATION OF DIRECTORS AND OFFICERS.

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Susan Tallent
Regulatory Specialist II

FAX Aud. #: H17000146288
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF RESTATEMENT
OF
MEISNER ELECTRIC, INC.

To the Department of State
State of Florida:

Pursuant to the provisions of the Florida Business Corporation Act, the corporation hereinafter named (the "Corporation"), does hereby amend and restate its Articles of Incorporation.

1. The name of the Corporation is: **MEISNER ELECTRIC, INC.**

2. The text of the Amended and Restated Articles of Incorporation of the Corporation is annexed hereto and made a part hereof.

****

CERTIFICATE

It is hereby certified that:

1. The name under which the original articles of incorporation of the Corporation were filed with the Secretary of State of the State of Florida is: **MEISNER ELECTRIC, INC. OF FLORIDA.**

2. The date of filing of the Corporation's original articles of incorporation was June 14, 1983 and its Document Number is G45566.

3. The Corporation filed Articles of Merger on March 30, 2016, changing the name of the Corporation to **MEISNER ELECTRIC, INC.**

4. These Amended and Restated Articles of Incorporation (a) amend and restate the provisions of the Articles of Incorporation of the Corporation in their entirety and (b) upon recommendation by the board of directors of the Corporation, were duly adopted by the unanimous written consent of the shareholders of the Corporation as of May 30, 2017. The number of votes cast for such Articles of Amendment to the Articles of Incorporation by the shareholders was sufficient for approval.

Executed as of the 30 day of May, 2017.

MEISNER ELECTRIC, INC.

By: Tim D. Onnen
Tim D. Onnen
President

WPB_ACTIVE 7544918.3

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF MEISNER ELECTRIC, INC.

Pursuant to Section 607.1007 and Section 607.1101 of the Florida Business Corporation Act (the "Act"), the Articles of Incorporation of Meisner Electric, Inc., as amended to date, are hereby amended and restated in their entirety to read as follows:

ARTICLE I: NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the corporation shall be Meisner Electric, Inc. (the "Corporation") and its place of business shall be at 220 NE 1st Street, Delray Beach, in the County of Palm Beach and State of Florida.

ARTICLE II: PURPOSE

The Corporation is organized to transact any or all lawful business for which corporations may be incorporated under the Act as it now exists or may hereafter be amended or supplemented.

ARTICLE III: EXISTENCE

The term for which this Corporation shall exist shall be perpetual.

ARTICLE IV: SHARES

The total number of shares that the Corporation is authorized to issue and have outstanding at any time is One Million (1,000,000) consisting of (i) Five Hundred Thousand (500,000) shares of Class A Common Stock, par value $0.01 per share (the "Class A Common Stock"), and (ii) Five Hundred Thousand (500,000) shares of Class B Common Stock, par value $0.01 per share (the "Class B Common Stock", and together with the Class A Common Stock, the "Common Stock"). The Common Stock shall be non-assessable and shall not have cumulative voting rights or pre-emptive rights. Except as otherwise provided in this Article IV or as otherwise required by applicable law, all shares of Class A Common Stock and shares of Class B Common Stock shall be identical in all respects and shall entitle the holders thereof to the same rights, preferences, and privileges, subject to the same qualifications, limitations, and restrictions, as set forth herein.

(1) **Voting** – Except as may otherwise be required by law or these Articles of Incorporation, each holder of Class A Common Stock shall have three votes in respect to each share of Class A Common Stock held by such holder on each matter voted upon by the shareholders and each holder of Class B Common Stock

shall have one vote in respect to each share of Class B Common Stock held by such holder on each matter voted upon by the shareholders. Except as may otherwise be required by law or these Articles of Incorporation, the shares of Common Stock shall vote together as a single class.

(2) **Liquidation** – In the event of any voluntary or involuntary liquidation, dissolution, or winding up of the corporation, the holders of the Common Stock shall be entitled to receive all of the remaining assets of this Corporation, tangible and intangible, of whatever kind available for distribution to stockholders, ratably in proportion to the number of shares of Common Stock held by each.

(3) **Dividends** – No dividend, whether in cash or other property, shall be declared or paid or set apart for payment in any fiscal year on any share of Class A Common Stock or Class B Common Stock, unless the same per share dividend is declared and paid on both classes.

(4) **Anti-Dilution** – In the event that the Corporation at any time or from time to time will effect a division of either the Class A Common Stock or Class B Common Stock into a greater number of shares (by stock split, reclassification or otherwise than by payment of a dividend in the respective class of Common Stock or in any right to acquire in the respective class of Common Stock), or in the event either the outstanding Class A Common Stock or Class B Common Stock will be combined or consolidated into a lesser number of shares (by reclassification, reverse stock split or otherwise), then the Class A Common Stock or Class B Common Stock, as applicable, will, concurrently with the effectiveness of such event, be proportionately split, reclassified, combined, consolidated, reverse-split or otherwise, as appropriate, such that the number of shares of Class A Common Stock and Class B Common Stock outstanding immediately following such event shall bear the same relationship to each other as did the number of shares of Class A Common Stock and Class B Common Stock outstanding immediately prior to such event.

ARTICLE V:
INDEMNIFICATION OF DIRECTORS AND OFFICERS

Provided the person proposed to be indemnified satisfies the requisite standard of conduct for permissive indemnification by a Corporation as set forth in the applicable provisions of the Act (currently Sections 607.0850(1) and (2) of the Florida Statutes), as the same may be amended from time to time, the Corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of such Act (subject to any limitations contained in an agreement entered into by such person and the Corporation), from and against any and all of the expenses or liabilities incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding (collectively, "proceeding") (other than in a proceeding (a) initiated by such person (unless authorized by the Board of Directors of the Corporation), or (b) wherein the Corporation and such person are adverse parties, except for proceedings brought derivatively or by any receiver or trustee) or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or other agent.

Expenses (including attorneys' fees) incurred by an officer or director in defending any civil, criminal, administrative or investigative proceeding shall be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as authorized in this section. Such expenses (including attorneys' fees) incurred by other employees and agents shall also be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate.

The indemnification and advancement of expenses provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal and other legal representatives of such a person. Except as otherwise provided above, an adjudication of liability shall not affect the right to indemnification for those indemnified.

In witness of the foregoing, the undersigned has caused these Amended and Restated Articles of Incorporation to be executed by its duly authorized officer as of this 30 day of May, 2017.

MEISNER ELECTRIC, INC.

By: Tim D. Onnen

Tim D. Onnen
President