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ELECTRICAL ENGINEERING ENTERPRISES, INC.

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AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
ELECTRICAL ENGINEERING ENTERPRISES, INC.

(Pursuant to Sections 607.1007 and 607.1003  
of the Florida Business Corporation Act)

Electrical Engineering Enterprises, Inc., a corporation organized and existing under and by virtue of the provisions of the Florida Business Corporation Act (the "FBCA"),

**DOES HEREBY CERTIFY:**

1. That this Corporation is named Electrical Engineering Enterprises, Inc. ("Corporation") and was originally incorporated in the State of Florida on January 15, 1999, and that these Amended and Restated Articles of Incorporation shall amend, restate and supersede in their entirety any and all prior Articles of Incorporation, as amended, including, without limitation, those certain Articles of Incorporation filed with the Secretary of State of the State of Florida on January 15, 1999, as amended by those certain Articles of Amendment filed with the Secretary of State of the State of Florida on August 13, 2021.

2. That these Amended and Restated Articles of Incorporation have been approved by the Board of Directors and shareholders of the Corporation in the manner and by the vote required by the FBCA. These Amended and Restated Articles of Incorporation contain amendments that require shareholder approval. These Amended and Restated Articles of Incorporation were approved by the shareholders pursuant to a written consent in lieu of a meeting dated January 24, 2023, and the votes cast for the amendment by the shareholders was sufficient for approval.

That the Articles of Incorporation of this Corporation have been amended and restated in their entirety to read as follows:

**FIRST:** The name of this corporation is Electrical Engineering Enterprises, Inc. (the "Corporation").

**SECOND:** The address of the principal office of the Corporation is 5316 Henry Ave., Tampa, Florida 33610. The mailing address of the Corporation is 5316 Henry Ave., Tampa, Florida 33610. The address of the Corporation's registered office is 5316 Henry Ave., Tampa, Florida 33610. The name of the registered agent at such address is Stewart Saad.

**THIRD:** The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the FBCA.

**FOURTH:**

A. **AUTHORIZED SHARES.** The total number of shares of all classes of stock which the Corporation shall have authority to issue is ten million (10,000,000) shares of common stock, \$0.01 par value per share ("**Common Stock**").

B. **COMMON STOCK.** Each share of Common Stock confers the same rights and privileges as conferred by every other share of Common Stock. The holders of the Common Stock are entitled to one vote for each share of Common Stock held at all meetings of shareholders (and written actions in lieu of meetings) The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of shares of capital stock of the Corporation representing a majority of the votes represented by all outstanding shares of capital stock of the Corporation entitled to vote, irrespective of the provisions of Section 607.1004 of the FBCA. Common Stock shareholders do not have pre-emptive rights.

**FIFTH:** Subject to any additional vote required by these Amended and Restated Articles of Incorporation or Bylaws, in furtherance and not in limitation of the powers conferred by the FBCA, the Board of Directors is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws of the Corporation.

**SIXTH:** Subject to any additional vote required by these Amended and Restated Articles of Incorporation, the number of directors of the Corporation shall be determined in the manner set forth in the Bylaws of the Corporation.

**SEVENTH:** Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

**EIGHTH:** Meetings of shareholders may be held within or without the State of Florida, as the Bylaws of the Corporation may provide. The books of the Corporation may be kept outside the State of Florida at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

**NINTH:** To the fullest extent permitted by law, a director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director. If the FBCA or any other law of the State of Florida is amended after approval by the shareholders of this Article Ninth to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA as so amended. Any repeal or modification of the foregoing provisions of this Article Ninth by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions of such director occurring prior to, such repeal or modification.

**TENTH:** The Corporation shall, to the fullest extent permitted or required by the FBCA, including any amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires the Corporation to provide broader indemnification rights than to such amendment), indemnify all of the Corporation's officers and directors, all of

the officers and directors of all of the Corporation's domestic subsidiaries, and all persons rendering services to the Corporation's foreign subsidiaries in capacities as officers and directors or in equivalent, identical, or similar capacities (hereinafter collectively the "Officers" and "Directors" of the Corporation), against any and all liabilities and advance any and all reasonable expenses incurred thereby in any proceeding to which any such Director or Officer is a party or in which such Director or Officer is deposed or called to testify as a witness because he or she is or was a Director or Officer of the Corporation or any of the Corporation's domestic or foreign subsidiaries. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against liabilities or the advancement of expenses which a Director or Officer may be entitled under any written agreement, Board of Director's resolution, vote of shareholders, the FBCA, or otherwise. The Corporation may, but shall not be required to, supplement the foregoing rights to indemnification against liabilities and advancement of expenses by the purchase of insurance on behalf of any one or more of its Directors or Officers, whether or not the Corporation would be obligated to indemnify or advance expenses to such Director or Officer under this Article Tenth. For purposes of this Article Tenth, the term "Directors" includes former directors of the Corporation or any of the Corporation's domestic or foreign subsidiaries and any director who is or was serving at the request of the Corporation or any of the Corporation's domestic or foreign subsidiaries as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, including without limitation, any employee benefit plan (other than in the capacity as an agent separately retained and compensated for the provisions of goods or services to the enterprise, including without limitation, attorneys at law, accountants, and financial consultants). The term "Officers" includes all of those individuals who are or were at any time officers of the Corporation or any of the Corporation's domestic or foreign subsidiaries and not merely those individuals who are or were at any time "executive officers" of the Corporation or any of the Corporation's domestic or foreign subsidiaries as defined in Securities and Exchange Commission Rule 3b-7 promulgated under the Securities Exchange Act of 1934, as amended. All of the capitalized terms used in this Article Tenth and not otherwise defined herein have the meaning set forth in Section 607.0850 of the FBCA. The provisions of this Article Tenth are intended solely for the benefit of the indemnified parties described herein, their heirs and personal representatives, and shall not create any rights in favor of third parties.

Any amendment, repeal or modification of the foregoing provisions of this Article Tenth shall not adversely affect any right or protection of any director, officer or other agent of the Corporation existing at the time of such amendment, repeal or modification.

**ELEVENTH:** Unless the Corporation consents in writing to the selection of an alternative forum, the state courts of the State of Florida located in Hillsborough County, Florida, or the United States District Court for the Middle District of Florida – Tampa Division shall be the sole and exclusive forum for any shareholder (including a beneficial owner) to bring (i) any derivative action or proceeding brought on behalf of the Corporation, (ii) any action asserting a claim of breach of fiduciary duty owed by any director, officer or other employee of the Corporation to the Corporation or the Corporation's shareholders, (iii) any action asserting a claim against the Corporation, its directors, officers or employees arising pursuant to any provision of the FBCA or the Corporation's Amended and Restated Articles of Incorporation or Bylaws or (iv) any action asserting a claim against the Corporation, its directors, officers or employees governed by the internal affairs doctrine, except for, as to each of (i) through (iv) above, any claim as to which the applicable court determines that there is an indispensable party not subject to the

jurisdiction of the applicable court (and the indispensable party does not consent to the personal jurisdiction of the applicable court within ten days following such determination), which is vested in the exclusive jurisdiction of a court or forum other than the applicable court, or for which the applicable court does not have subject matter jurisdiction. If any provision or provisions of this Article Eleventh shall be held to be invalid, illegal or unenforceable as applied to any person or entity or circumstance for any reason whatsoever, then, to the fullest extent permitted by law, the validity, legality and enforceability of such provisions in any other circumstance and of the remaining provisions of this Article Eleventh (including, without limitation, each portion of any sentence of this Article Eleventh containing any such provision held to be invalid, illegal or unenforceable that is not itself held to be invalid, illegal or unenforceable) and the application of such provision to other persons or entities and circumstances shall not in any way be affected or impaired thereby.

\* \* \*

3. That the foregoing amendment and restatement was approved by the holders of the requisite number of shares of this corporation in accordance with the FBCA.

4. That these Amended and Restated Articles of Incorporation, which restate and integrate and further amend the provisions of this Corporation's Articles of Incorporation, has been duly adopted in accordance with the FBCA.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been executed by a duly authorized officer of this Corporation on this 24th day of January, 2023.

By: Michael S. Murray  
Name: Michael Murray  
Title: Secretary

2023 JAN 27 AM 8:45  
STATE OF TEXAS  
COUNTY OF TARRANT  
TALMADGE, F. F.