

217838

600002460506--9

Articles of Amendment
Filed 4-14-66

9 pgs.

B 17838 - m

WACKENHUT CORPORATION (THE)

Amend ART III inc cap to
8,500,000 com @ \$0.10 &
1,500,000 Class B shs @
\$0.10; amend ART IV chang
prin place of business to
CORAL GABLES; amendments.

FILED IN OFFICE OF SECRETARY
OF STATE, STATE OF FLORIDA,
by MRC on April 14, 1966

TOM ADAMS
SECRETARY OF STATE

SCOTT MCCARTHY STEEL HECTOR & DAVIS

FIRST NATIONAL BANK BUILDING
MIAMI, FLORIDA 33131

WILL M. PRESTON
OF COUNSEL

TELEPHONE 377-3611

April 12, 1966

PAUL F. SCOTT
ALFRED L. MCCARTHY
WILLIAM C. STEEL
LOUIS J. HECTOR
DARREY & DAVIS
PHILLIP GOLDMAN
MARSHALL S. SCOTT
DWAYNE SULLIVAN
GEORGE W. WHIGHT JR.
WELDON SMITH
WILLIAM B. HILLMAN
GEORGE L. PATTERSON, JR.
ERNEST J. HEWETT
WM. EMMETT JONES
JERRY S. CROCKETT
TALBOT DALEBERTE
JAMES H. EWEENEY, III
JOHN EDWARD SMITH
PAUL REED TOOMEY
NIRMAN & COLL

FILED
APR 14 2 17 PM '66
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AIR MAIL

Honorable Tom Adams
Secretary of State
Tallahassee, Florida

Attention: Mrs. Sims, Corporations Division

Re: The Wackenhut Corporation

Dear Mrs. Sims:

Reference is made to my letter of April 11, 1966, with which I forwarded a copy of a proposed Certificate of Amendment, and which Mrs. Young advised me was in order. Thank you very much for your courtesy in reviewing the document in advance.

Enclosed for filing is executed Certificate of Amendment of Certificate of Incorporation of The Wackenhut Corporation, along with check of the corporation to cover the following items:

Filing fee	\$ 10.00
Charter tax	250.00
12 Certified copies of Certificate of Amendment	36.00
Total	\$296.00

For your convenience in preparing the certified copies, 12 conformed copies of the Certificate of Amendment are forwarded herewith.

Please forward seven (7) of the certified copies by airmail to

Keywood S. Milley, Esquire
Carter, Ledyard & Milburn
2 Wall Street
New York, N. Y. 10005.

The other five certified copies should be forwarded to the undersigned also by airmail.

16800 ***10.00
16700 ***250.00

16900 ***36.00

C. TAX	250.00
FILING	10.00
R. ADVERT FILE	
C. COPY	36.00
TOTAL	296.00
N. BANK	296.00
BALANCE DUE	
REFUND	

SCOTT MCCARTHY STEEL HECTOR & DAVIS

Honorable Tom Adams
Page Two

April 12, 1966

If you will be good enough to send us an invoice for any expenses of mailing or otherwise, it will be paid promptly.

Since it is necessary that we know the exact date on which the enclosure is filed, I would appreciate your telephoning me collect at 377-3611 (Area Code 305) as soon as convenient after the filing.

Thank you for your cooperation.

Very truly yours,

W. E. Jones

Wm. Emmet Jones

WEJ:ge
Encis.

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
THE WACKENHUT CORPORATION

FILED
APR 14 2 15 PM '66
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE WACKENHUT CORPORATION, a Florida corporation, does hereby
certify:

First: That at a meeting of the Board of Directors of
The Wackenhut Corporation duly called and held on March 7,
1966, the following resolutions were unanimously adopted:

RESOLVED, that this Board of Directors hereby approves
the following amendment of the Certificate of Incorporation:

RESOLVED, that the Certificate of Incorporation of
The Wackenhut Corporation, as heretofore amended,
be amended in the following respects:

- (1) Clause (d) of ARTICLE II shall be amended
to read as follows:

"(d) To conduct and engage in any business,
occupation or enterprise and to exercise any
power or authority which may be done by a
private corporation organized and existing
under and by virtue of Chapter 608, Florida
Statutes, it being the intention that this
corporation may conduct and transact any
business lawfully authorized and not prohibited
by said Chapter 608, Florida Statutes."

- (2) ARTICLE III shall be amended to read as set
forth in Exhibit A attached hereto and made
a part hereof.

- (3) ARTICLE IV shall be amended to read as follows:

ARTICLE IV

"The principal place of business of this
corporation shall be at 3280 Ponce de Leon
Boulevard, Coral Gables, Florida, or at such
other place as may be designated by the Board
of Directors from time to time. This corporation
shall have full power and authority to transact
business and to establish offices or agencies at
such places as may be in the best interests of
this corporation."

- (4) ARTICLE VII shall be amended to read as follows:

ARTICLE VII

"The business of this corporation shall be
conducted by a Board of Directors consisting of
not less than three (3) nor more than nineteen
(19) members, the exact number to be determined
from time to time as provided in the by-laws of
this corporation."

"The Board of Directors shall have sole authority to adopt or amend by-laws for the government of this corporation."

- (5) The second paragraph of ARTICLE XII shall be amended to read as follows:

"This corporation shall indemnify its directors and officers to the extent provided in subsections (14) and (15) of Section 608.13, Florida Statutes. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, or authorization by the stockholders of this corporation, or otherwise."

RESOLVED FURTHER, that said amendment of the Certificate of Incorporation be proposed to the stockholders of the Corporation at a special meeting of stockholders to be held on March 7, 1966.

RESOLVED FURTHER, that upon approval by the stockholders of the amendment of the Certificate of Incorporation proposed by these resolutions, the proper officers of the Corporation be and they hereby are authorized, on such date as the President of the Corporation deems advisable, to execute and file with the Secretary of State of the State of Florida the required Certificate of Amendment of the Certificate of Incorporation, and to do such other acts and execute such other documents as may be necessary or advisable to effectuate the purposes of these resolutions.

Second: That thereafter a special meeting of the stockholders of The Wackenhut Corporation was duly called and held on March 7, 1966, and at said meeting the said amendment was proposed to the stockholders by the Board of Directors and was approved by the affirmative vote of the holders of a majority of the outstanding shares of stock of the Corporation.

IN WITNESS WHEREOF, The Wackenhut Corporation has made this Certificate under its corporate seal and the hands of its President and its Assistant Secretary, this 12th day of April, 1966.

THE WACKENHUT CORPORATION

(Corporate Seal)

By /s/ G. R. Wackenhut
President

ATTEST:

/s/ Victor P. Keay
Assistant Secretary

STATE OF FLORIDA)
 : ss
COUNTY OF DADE)

Before me personally appeared G. R. WACKENHUT and VICTOR P. KEAY, to me well known and known to me to be the individuals described in and who executed the foregoing Certificate of Amendment of Certificate of Incorporation of THE WACKENHUT CORPORATION and acknowledged before me that they executed the same for the purposes therein expressed and that the seal affixed thereto is the corporate seal of said THE WACKENHUT CORPORATION and that said instrument is the act of said THE WACKENHUT CORPORATION.

WITNESS my hand and official seal at Coral Gables, Florida,
this 12th day of April, 1966.

/s/ Gwenn T. Donaldson
Notary Public, State of Florida at Large

(Notarial Seal)

My Commission expires:
NOTARY PUBLIC, STATE OF FLORIDA at LARGE
MY COMMISSION EXPIRES FEB. 13, 1970
BONDED THROUGH FRED W. DISTELHORST

ARTICLE III

The maximum amount of capital stock this corporation shall be authorized to issue shall be 8,500,000 shares of Common Stock of the par value of 10 cents per share and 1,500,000 shares of Class B Stock of the par value of 10 cents per share, all of which shares of both classes shall be issued only when fully paid and shall thereafter be non-assessable. Each share of Common Stock and of Class B Stock shall have without distinction or discrimination the same and equal rights, privileges, designations, restrictions, qualifications, limitations as to pre-emptive rights and otherwise, distributions in liquidation or dissolution, and all other distinguishing characteristics except that

- (1) dividends in cash or property per share paid on Class B Stock shall be 1% of the dividends in cash or property per share paid on Common Stock, and dividends in cash or property may be declared on Class B Stock only simultaneously with declaration of dividends in cash or property on Common Stock; and
- (2) the Class B Stock, at the option of the respective holders thereof, shall be convertible share for share, at the times and to the extent provided below, into fully paid and non-assessable Common Stock upon surrender to the corporation of the certificates of Class B Stock so to be converted, duly assigned in blank:

To the extent of the following percentages (computed on a cumulative basis on the 646,700 shares of Class B Stock to be issued pursuant to this amended ARTICLE III):

20% on or after May 1, 1967
20% on or after May 1, 1968
20% on or after May 1, 1969
20% on or after May 1, 1970
20% on or after May 1, 1971;

provided, however, no conversion shall be made during any period between the declaration of a dividend on the Common Stock and the record date for the payment thereof.

The shares of Class B Stock shall be divided into five (5) series of 129,340 shares each, convertible, respectively, on or after the dates specified above, and designated, respectively, Series of 1967, Series of 1968, Series of 1969, Series of 1970 and Series of 1971. Each certificate representing Class B Stock shall indicate by endorsement thereon the conversion date of the shares evidenced thereby, and each certificate for shares of Class B Stock issued pursuant to transfer shall be of the same Series and shall be issued with an endorsement specifying the same conversion date as that endorsed on the certificate or certificates surrendered for cancellation.

Upon the conversion of any shares of Class B Stock into shares of Common Stock, the number of shares of Class B Stock which the corporation is authorized to have outstanding shall be reduced by the number of shares of Class

B Stock so converted, and no other shares of Class B Stock may be issued in lieu of such converted shares; and at such time as there are no outstanding shares of Class B Stock, the entire authorization for shares of Class B Stock shall thereupon be deemed terminated without the necessity of any amendment to this ARTICLE III.

Until such time as all of the Class B Stock shall have been converted pursuant to the foregoing,

- (a) no stock split or combination of shares or other change of Common Stock or Class B Stock into a different number of shares of the same or any other class of stock shall be made unless at the same time a stock split or combination of shares or change in shares, as the case may be, is made in the same precise ratable amount with respect to both the shares of Common Stock and the shares of each Series of Class B Stock;
- (b) no dividend or distribution [other than dividends payable in cash or property pursuant to clause (1) of this ARTICLE III] shall be declared or paid on the Common Stock or on the Class B Stock unless at the same time a dividend or distribution, as the case may be, is declared or paid in the same precise ratable amount upon both the shares of Common Stock and the shares of Class B Stock;
- (c) no dividend payable in Class B Stock shall be declared or paid on the Common Stock and no dividend payable in Common Stock shall be declared or paid on the Class B Stock; and
- (d) in the case of a stock dividend the various Series of Class B Stock shall receive such dividend only in additional shares of the respective Series.

Holders of Common Stock and of Class B Stock shall have one vote per share on all matters voted upon by stockholders, it being specified that there shall be no distinction between said classes of stock as to voting power, and such holders shall vote as a single class except as otherwise required by law.

Upon this amended ARTICLE III becoming effective ("Effective Date"), 431,133 1/3 of the issued and outstanding shares of common stock of this corporation evidenced by Stock Certificate Number 2 issued by this corporation shall be reclassified into 646,700 shares of Class B Stock [issued in five Series as provided in clause (2) hereof], and each other issued and outstanding share of common stock of this corporation shall be reclassified into one and one-half shares of Common Stock, such reclassification to be effected in the following manner: Stock certificates evidencing such issued and outstanding stock of this corporation shall be surrendered to this corporation against receipt in exchange of new certificate or certificates representing the number of fully paid and non-assessable shares to which the respective holders thereof are entitled upon the reclassification and exchange basis hereinabove authorized. From and after the Effective Date, the holders of certificates evidencing stock of this corporation subject to the foregoing reclassification and exchange shall cease to be entitled to any rights and privileges incident to such stock and all such rights and privileges shall be and hereby are as of such time forever released, discharged and extinguished, subject to the right to surrender such certificate or certificates for exchange in accordance with the foregoing provisions. In connection with the reclassification of shares of stock issued and outstanding at the Effective Date, the sum of \$26,200 shall be transferred to capital from the earned surplus of this corporation.