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Amendment
filed 8-1-60

7pgs.

B 17838 - f

WACKENHUT CORPORATION (THE)

Amend ARTICLE II, nature of
business; amend ARTICLE III
dec cap to 100,000 shs
@ \$0.10; amend ARTICLE XII,
officers & directors.

FILED IN OFFICE OF SECRETARY
OF STATE, STATE OF FLORIDA,
by MRC, on Aug. 1, 1960

R. A. GRAY
SECRETARY OF STATE

LAW OFFICES OF
SMATHERS, THOMPSON & DYER

ALFRED I DUPONT BUILDING
MIAMI 32, FLORIDA

July 29, 1960

JOHN G. THOMPSON
GEORGE A. SMATHERS
DAVID W. DYER
GEORGE F. WEISTER
F. S. QUINN
DAVID S. BACHELLER
EARL D. WALDIN, JR.
HERVEY YANCEY
CROMWELL A. ANDERSON
L. S. BONSTEEL
JOHN A. FITZSIMMONS
SAMUEL A. BRODNER, JR.
JAMES L. ARMSTRONG III
WILLIAM S. MARSHALL
G. MORTON GOOD
ROLAND R. PARENT

FRANK SMATHERS
OF COUNSEL
GEO. M. THOMPSON
1875-1938

CABLE ADDRESS
"STAMP"

RECEIVED
AUG 1 11 58 AM '60
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Honorable R. A. Gray
Secretary of State
Tallahassee, Florida

Re: The Mackenbut Corporation

Dear Sir:

Enclosed is the original and six copies of a Certificate of Corporate Resolution amending the Articles of Incorporation of The Mackenbut Corporation, together with our checks totaling \$28.00 to cover the cost of filing these amendments and six certified copies.

If your office has any question concerning these amendments we would appreciate your calling or wiring collect, rather than returning them, as it is important that these changes be effected as soon as possible.

Very truly yours,

SMATHERS, THOMPSON & DYER

John A. Fitzsimmons

JAF/kh
Enclosures

U. FAX	12.00
FILING	1.00
R. AGENT FEE	1.00
C. COPY	2.00
TOTAL	28.00
N. BANK	28.00
BALANCE DUE	
REFUND	

CERTIFICATE OF CORPORATE RESOLUTION

RECEIVED
AUG 1 11 56 AM '60
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, LUTHER J. WACKENHUT, Secretary of THE WACKENHUT CORPORATION, do hereby certify that the following are true and correct copies of resolutions approved by the Board of Directors and by said Board proposed to and adopted by the stockholders at meetings duly called and held at the office of the corporation on July 28, 1960:

"RESOLVED, that Article II of the Articles of Incorporation of The Wackenhut Corporation be amended and changed to read as follows:

ARTICLE II

The purpose for which the corporation is formed and the principal objects or business to be carried on by it are as follows:

(a) To contract for and provide any of the functions or services of a private investigative agency, uniformed or un-uniformed personnel, management consultation, advice, plans, surveys and systems for the safety, security control, protection and efficiency of persons, business, industrial and governmental firms and agencies.

(b) To engage in and carry on the business of manufacturing and producing, buying, selling or otherwise dealing in or with goods, wares and merchandise of every kind and description and to acquire, own, use, sell and convey, mortgage or otherwise encumber any real estate or personal property in whole or in part and in any manner whatever to acquire, own, dispose of, franchises, licenses, options or rights in any real estate or personal property or other property interests.

SMATHERS, THOMPSON & DYER
ALFRED L. DUPONT BUILDING
MIAMI, FLORIDA

(c) To engage in and carry on a general brokerage commission, forwarding and exporting and importing business and to act as factors, agents, commission merchants and dealers in the buying, selling or dealing in of goods, wares and merchandise of all kinds and descriptions.

(d) To engage in and carry on any other lawful business which may conveniently be conducted with any of the enumerated business purposes of the corporation, including all things necessary for, incidental or convenient thereto.

Article III of the Articles of Incorporation shall be amended and changed to read as follows:

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Hundred Thousand (100,000) shares, with a nominal or par value of Ten (10c) Cents per share.

Article III shall be eliminated, and in its place there shall be a new Article XII to read as follows:

ARTICLE XII

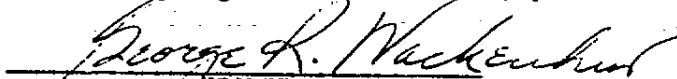
The corporation shall indemnify any and all of its directors or officers or former directors or officers or any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor against the expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceedings in which they, or any of them, are made parties, or a party by reason of being or having been directors or officers or a director or officer

of the corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in such action, suit or proceedings to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Laws, agreement, vote of stockholders, or otherwise. The right of indemnification hereinabove stated shall under no circumstances extend to or include indemnification for liabilities arising under the Securities Act of 1933 as amended.

"RESOLVED, that upon the approval of the proposed amendments to the Articles of Incorporation, reducing the par value of the authorized capital stock from One (\$1.00) Dollar per share to Ten (10¢) Cents per share, the proper officers of this corporation are hereby authorized and directed to call in all of the issued and outstanding stock of the corporation consisting of Five Hundred (500) shares of capital stock of the par value of One (\$1.00) Dollar per share, and to issue in exchange therefor Five Thousand (5,000) shares of the new authorized and created capital stock of the corporation of the par value of Ten (10¢) Cents per share.

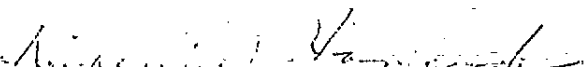

RUTH J. WACKENHUT, Secretary

I DO HEREBY CERTIFY that the foregoing is true and correct.


GEORGE R. WACKENHUT

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared GEORGE R. WACKENHUT, who acknowledged before me that he is President of THE WACKENHUT CORPORATION; that he signed the above and foregoing Certificate for and on behalf of said corporation for the uses and purposes therein expressed.


NOTARY PUBLIC State of Florida at Large

We, the undersigned, constituting the owners and holders of all of the issued and outstanding stock of THE WACKENHUT CORPORATION and the only persons whose rights may in any way be affected by the proposed reduction in par value of the capital stock of said corporation, do hereby consent to said reduction of par value from One (\$1.00) Dollar per share to Ten (10¢) Cents per share, and agree to the issuance to us of Five Thousand (5,000) shares of the capital stock of THE WACKENHUT CORPORATION of the par value of Ten (10¢) Cents per share, in exchange for the Five Hundred (500) shares of the capital stock of said corporation of the par value of One (\$1.00) Dollar per share now owned and held by us.


RUTH J. WACKENHUT


GEORGE R. WACKENHUT