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Amendment
Filed 5-15-74

8 pgs.

2-17838 (2)

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(S)

of

c-477

2-17838 (s)

WACKENHUT CORPORATION (THE)

AMEND AMENDING ART III,
DEC CAP STK TO:

8,500,000 sh com at \$.10
1,500,000 sh CL B At \$.10

FILED IN OFFICE OF DEPARTMENT
OF STATE, STATE OF FLORIDA.
by dg on 5-15-74

RICHARD (DICK) STONE
SECRETARY OF STATE

corp-1

THE WACKENHUT CORPORATION



FILED
Services to management and the professions
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXECUTIVE OFFICES
3280 PONCE DE LEON BOULEVARD
CORAL GABLES, FLORIDA 33134
(305) 445-1484

OC

May 9, 1974

The Honorable Richard (Dick) Stone
Secretary of State
State of Florida
Tallahassee, Florida

157000 **** 20.00
157000 **** 15.00

Dear Mr. Secretary:

Enclosed is the original and two copies of a Certificate reflecting an amendment on Article III of the Articles of Incorporation of The Wackenhut Corporation adopted at the Annual Meeting of the Shareholders held in Coral Gables, Florida on Monday, April 29, 1974.

Enclosed is our check No. 090935 dated May 6, 1974 in the amount of \$35.00 in payment of filing fee for amendment of Article III of the Articles of Incorporation and for returning to me two Certified Copies of the enclosed Certificate.

Sincerely,

James E. Hastings

James E. Hastings
Vice President and
General Counsel

PRIVILEGE TAX	
C. TAX	
FILING	5
ENCLOSURE COPY	20
R. A. FEE	
P. COPY	
SEARCH	
TOTAL	25
BALANCE DUE	
REFUND	

2
Enclosure

OC
5-15-74
H

CERTIFICATE

FILED
MAY 15 9 20 AM '74
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned Chairman of the Board and President of The Wackenhut Corporation, a corporation organized and existing under the laws of the State of Florida, do hereby certify that at the Annual Meeting of the Shareholders of The Wackenhut Corporation held on Monday, April 29, 1974, the following resolution was adopted by a majority of the shares voting:

RESOLVED: That Article III of the Articles of Incorporation be and it is hereby amended by deleting therefrom all authority for and reference to the issuance of Preferred Stock.

BE IT FURTHER RESOLVED: That Article III of the Articles of Incorporation shall now read as follows: 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 Ten Cents (10¢) per share and 1,500,000 shares of Class B Stock of the par value of Ten Cents (10¢) per share, all of which shares of all 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 liquidations 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 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

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

In the event of any liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the remaining assets of the Corporation shall be distributed among the holders of Common Stock and Class B Stock according to the number of shares held by each.

I further certify that the foregoing is fully in accord with and pursuant to the Articles of Incorporation and By-Laws of the Corporation, and that same is in full force and effect.

I further certify that the resolution adopted by the shareholders at the Annual Meeting was previously adopted as a resolution by the Board of Directors of the Corporation at its Quarterly Meeting held on January 28, 1974.

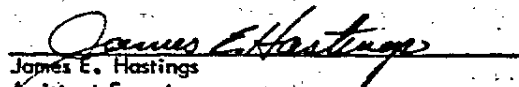
IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the
seal of said Corporation on this 9 day of May, 1974.

(Corporate Seal)


George R. Wackenhut
Chairman of the Board and President

I, the undersigned Assistant Secretary of The Wackenhut Corporation, certify that
the foregoing is a full, true and correct copy of the resolution adopted by the shareholders
of The Wackenhut Corporation at its Annual Meeting held on April 29, 1974 and that the
signature of George R. Wackenhut, Chairman of the Board and President of the
Corporation as appearing above is his true and correct signature.

(Corporate Seal)


James E. Hastings
Assistant Secretary