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Restated Articles

Filed 8-18-27

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RECEIVED
SECRETARY OF STATE

IN THE MATTER OF THE BABCOCK-CARRIER, FLORIDA COMPANY.

CERTIFICATE.

TO THE SECRETARY OF STATE
OF THE STATE OF FLORIDA:

The Babcock-CARRIER, Florida Company, under its corporate seal and the hands of its President and Secretary, hereby certifies:

First: That it is a corporation duly organized and existing under the laws of the Commonwealth of Florida, for which Letters Patent were duly issued on the 15th day of January, A. D. 1919, and the Charter thereof was duly filed and approved on the same date.

Second: That the authorized capital stock of the Babcock-CARRIER, Florida Company is \$2,500,000.00, divided into twenty-five thousand (25,000) shares of the par value of \$100.00 each, of which there is presently issued and outstanding fifteen thousand two hundred and eighty-four (15,284) shares.

Third: That at a meeting of the Board of Directors of the Babcock-CARRIER, Florida Company, duly called and convened, a resolution affecting the amount of the authorized capital stock as well as the par value of the shares was duly adopted, whereupon a resolution called a meeting of the stockholders to be held and to either approve or disapprove the proposed changes. Said resolution as adopted is as follows:

"WHEREAS, the present authorized capital of this company is in the sum of \$2,500,000.00, divided into 25,000 shares of the par value of \$100.00 each, and whereas it is deemed for the best interests of this corporation that the authorized capital stock of the company be increased to \$4,000,000.00, divided into 160,000 shares of the par value of \$25.00 each, and whereas, in order to increase the authorized capital stock of this company, it is necessary to amend the charter of this company, thereby be it resolved:

THAT Article 3 of the charter as granted, which read as follows:

"The amount of the capital stock of this corporation is \$2,500,000.00, all of which shall be common stock, divided into twenty-five thousand shares (25,000) of the par value of one hundred (100) dollars each. That all of the said common capital stock shall be issued either for cash or for property reasonably and fairly worth the par value of each share of stock issued in exchange therefor",

be amended so that hereafter Article 3 of the charter of this company shall read as follows:

"The amount of the capital stock of this corporation is \$4,000,000.00, all of which shall be common stock, divided into one hundred sixty-thousand shares (160,000) of the par value of twenty-five (\$25.00) Dollars each. That all of the said common capital stock shall be issued either for cash or for property reasonably and fairly worth the par value of each share of stock issued in exchange therefor."

Fourth: Following the instructions of the Board of Directors, as referred to, in paragraph three hereof, the President of the Babcock-Carrrier, Florida Company, on August 26, 1925, mailed a copy of the notice to each and every stockholder of record, calling the stockholders' meeting for September 9, 1925, which notice was accordingly mailed more than ten days before said meeting was to be called, and was mailed to the home address of each stockholder as the same appears upon the records of the corporation. Said notice stated the purposes for which the stockholders' meeting was called and the time when and the place where

it was to be held. A true and correct copy of said notice is hereto attached, made a part hereof and marked Exhibit "A".

Fifth: The stockholders met on September 9, 1925, at the Biltmore Hotel, New York City, N. Y., being the time and place for which a meeting thereof had been duly called. At said meeting, of the total issued and outstanding shares, fifteen thousand two hundred eighty-four (15,284), there were present in person or by proxy the owners and holders of 15,284 shares.

Sixth: At such meeting of stockholders, held as stated in paragraph five hereof, a vote of the stockholders of record entitled to vote in person or by proxy was taken for or against the proposed amendments of the Certificate of Incorporation of the Babcock-Carrier, Florida Company, which proposed amendments as suggested by the Board of Directors and as hereinbefore set forth in paragraph three hereof, were the amendments voted upon by the stockholders. Upon a canvassing of the votes, there were voted in favor of amending the Certificate of Incorporation, as suggested, 15,284 shares, and against making such amendments there were voted 10 shares; whereupon, it was declared that the stockholders entitled to vote, had, at least by a majority of the voting power, or such a larger portion of the voting power as may be required by the provisions of the Certificate of Incorporation, or in the amendments thereof, voted in favor of the amendments of the Certificate of Incorporation, as suggested and as hereinbefore set forth.

Seventh: Whereupon, the officers of the Babcock-Carrier, Florida Company were directed to file this Certificate

according to law, to the end that its Certificate of Incorporation may be amended accordingly and as herein contained.

IN WITNESS WHEREOF, the Babcock-Carrier, Florida Company has hereto caused its corporate seal to be affixed by the hands of its President and Secretary, this 9th day of September, 1925.

WITNESSED:
M. E. Preisch BY E. V. Babcock
Secretary. President

STATE OF NEW YORK. {
COUNTY OF NEW YORK. { ss:

On this 9th day of September, A. D. 1925, before me, the subscriber, an officer authorized by the laws of the State of Florida to take acknowledgments of deeds, personally appeared E. V. BABCOCK, President of the said BABCOCK-CARRIER, FLORIDA COMPANY, and M. E. PREISCH, Secretary thereof, who being duly sworn according to law, say that they were personally present at the execution of the foregoing Certificate and saw the corporate seal duly affixed thereto; that the seal so affixed thereto is the corporate seal of the said corporation; that the foregoing certificate was duly sealed and delivered by E. V. BABCOCK, as President, and M. E. PREISCH, as Secretary of the said corporation, as and for the act and deed of the said corporation, for the uses and purposes therein mentioned, and that the names of E. V. Babcock as President and of M. E. Preisch, as Secretary of said corporation, subscribed to

the foregoing Certificate in attestation of its due execution and delivery, are of their or each of their respective handwriting.

W. B. Sullivan
W. B. Sullivan

Sworn and subscribed before me the day and year aforesaid.

W. B. Sullivan
Commissioner of Deeds for the State
of Florida, residing in the City of
New York, State of New York.

EXHIBIT "A"

Pittsburgh, Pa., August 26, 1925.

To The Stockholders of the
BABCOCK-CARRIER FLORIDA COMPANY:

Please take notice that at a special meeting of the Board of Directors of the Babcock-Carrier, Florida Company held in the City of New York, New York, on August 19, 1925, a special meeting of the Stockholders was called to convene at the Biltmore Hotel in the City of New York, New York, on Wednesday, September 9, 1925, at nine o'clock A. M. Standard Time, or Ten o'clock, Daylight Saving Time, to take action on a certain resolution approved by the Board of Directors, which resolution is as follows:

WHEREAS The present authorized capital of this company is in the sum of \$2,500,000.00, divided into 25,000 shares of the par value of \$100.00 each, and whereas it is deemed for the best interests of this corporation that the authorized capital stock of the company be increased to \$4,000,000.00, divided into 160,000 shares of the par value of \$25.00 each, and whereas, in order to increase the authorized capital stock of this company, it is necessary to amend the charter of this company, thereby be it resolved:

THAT Article 3 of the charter as granted, which read as follows:

"The amount of the capital stock of this Corporation is \$2,500,000.00, all of which shall be common stock, divided into twenty five thousand shares (25,000) of the par value of one hundred (100) dollars each. That all of the said common capital stock shall be issued either for cash or for property reasonably and fairly worth the par value of each share of stock issued in exchange therefor",

be amended so that hereafter Article 3 of the charter of this company shall read as follows:

"The amount of the capital stock of this Corporation is \$4,000,000.00, all of which shall be common stock, divided into one hundred sixty thousand shares (160,000) of the par value of twenty-five (25) dollars each. That all of the said common capital stock shall be issued either for cash or for property reasonably and fairly worth the par value of each share of stock issued in exchange therefor."

At this same meeting, any other business which may be desired by the officers to be considered by the stockholders, will be presented for their consideration.

In the event for any reason you will be unable to attend the meeting of the stockholders, kindly return and sign the enclosed Proxy in the enclosed envelope to E. V. Babcock, President, Frick Building, Pittsburgh, Pa.

Very truly yours, *E. V. Babcock*
PRESIDENT

AUG 18 1927

ANST

The Office of Treadwell & Treadwell, First National Bank Building, First
Floor, and the members of the said firm, W. Treadwell, W. Treadwell, W.
Treadwell, K. D. Treadwell, and John H. Treadwell, Jr., are hereby
authorized to execute and deliver for the purpose of
Service Only, and of the undersigned.

NAME	POSTOFFICE ADDRESS
E V Babcock, President	908 Frick Bldg, Pittsburgh, Pa.
C M Carrier, Vice-President	Punta Gorda, Florida
W I Berryman, Vice-President	Union Trust Company, Pittsburgh, Pa.
F R Babcock, Secretary	912 Frick Bldg, Pittsburgh, Pa.
O H Babcock, Ass't - Secretary	512 Frick Bldg, Pittsburgh, Pa.
John A Irwin, Treasurer	Union Trust Company, Pittsburgh, Pa.

NAME	POST OFFICE ADDRESS
E Y Babcock	908 Frick Building, Pittsburgh, Pa.
F R Babcock	912 " " " "
W I Berryman	Union Trust Company, Pittsburgh, Pa.
G M Carrier	Punta Gorda, Florida
F M Kirby	Wilkes-Barre, Penn'a
*Hugh McLean	Buffalo, N Y
M E Preisch	42 East 122nd St. New York, N Y

Described

IN WITNESS WHEREOF, the Corporation has caused this instrument to be signed in its Corporate Name by its duly authorized officers and its Corporate Seal to be affixed this the 5th day of August, A. D. 19 27

Witness: F. R. Belmont Secretary. By [Signature] President or Vice-President