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14 APR 17 PM 4:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

C. LEWIS
APR 23 2014
EXAMINER

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: CONSUMER INCENTIVE PROGRAMS, INC.

DOCUMENT NUMBER: P04000168326

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

DALE MARSHALL

Name of Contact Person

RACETRAC PETROLEUM, INC.

Firm/ Company

3225 CUMBERLAND BLVD, #100

Address

ATLANTA, GA 30339

City/ State and Zip Code

JMASON@RACETRAC.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

DALE MARSHALL

Name of Contact Person

at (770) 431-7600

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|--|--|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed) |
|--|--|--|--|

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

ARTICLES OF AMENDMENT AND RESTATEMENT

TO

ARTICLES OF INCORPORATION

OF

CONSUMER INCENTIVE PROGRAMS, INC.

APPROVED
AND
FILED

14 APR 17 PM 4:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1.

The name of the corporation is Consumer Incentive Programs, Inc. (the "Corporation"). The Corporation is organized under the laws of the State of Florida.

2.

The Articles of Incorporation, as amended, are hereby amended and restated in their entirety. The full text of the Amended and Restated Articles of Incorporation is set forth on Exhibit A attached hereto.

3.

The Amended and Restated Articles of Incorporation of the Corporation contain amendments to the Articles of Incorporation which require shareholder approval.

4.

The Amended and Restated Articles of Incorporation were proposed and approved by the board of Directors of Consumer Incentive Programs, Inc. and the applicable amendments requiring shareholder approval were duly adopted by the shareholders in accordance with the applicable provisions of Florida Business Corporation Act. The number of votes cast for the amendment by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, Consumer Incentive Programs, Inc. has caused these Articles of Amendment and Restatement to be executed by its duly authorized officer on this 14 day of April, 2014.

Consumer Incentive Programs, Inc.

By: 

Name: Joseph H. Akers

Title: Assistant Secretary & General Counsel

APPROVED
AND
FILED
14 APR 17 PM 4:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

14 APR 17 PM 4:12

EXHIBIT A

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CONSUMER INCENTIVE PROGRAMS, INC.**

ARTICLE ONE

Name

The name of the corporation is: "Consumer Incentive Programs, Inc." (hereinafter, the "Corporation"),

ARTICLE TWO

Governing Law

The Corporation is organized pursuant to the provisions of the Florida Business Corporation Act (the "Code").

ARTICLE THREE

Duration

The Corporation shall have perpetual duration.

ARTICLE FOUR

Purpose

The Corporation is organized as a corporation for profit and the nature of the business and the objects and purposes proposed to be transacted, promoted and carried on are to do anything or all things and to engage in any lawful act or activity for which corporations may be organized under the general laws of the State of Florida.

ARTICLE FIVE

Authorized Shares

The Corporation shall have authority to be exercised by the Board of Directors to issue not more than three hundred thousand (300,000) shares of common voting stock, par value one cent (\$0.01) (the "Common Shares").

ARTICLE SIX

Registered/Principal Office and Agent

The principal office of the Corporation shall be 1905 Perimeter Park Road, Fernandina Beach, FL 32034 and the mailing address is PO Box 17071 Fernandina Beach, FL 32035. The registered office of the Corporation is 1200 S. Pine Island Road, Plantation, FL 33324 and the registered agent of the Corporation shall be CT Corporation.

ARTICLE SEVEN

Election of Directors

Directors are elected by a majority of the votes cast by the shareholders entitled to vote in the election at a meeting at which a quorum is present.

ARTICLE EIGHT

Special Meeting of Shareholders

A special meeting of the shareholders of the Corporation may be called by the holders of at least 25 percent (25%) of the shares entitled to vote at the proposed special meeting.

APPROVED
AND
FILED

The date of each amendment(s) adoption: APRIL 14, 2014 14 APR 17 PM 4:12, if other than the date this document was signed.

Effective date if applicable: _____

(no more than 90 days after amendment file date)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Adoption of Amendment(s)

(CHECK ONE)

☒ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval

by _____."
(voting group)

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated APRIL 14, 2014

Signature _____

(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

JOSEPH H. AKERS

(Typed or printed name of person signing)

ASSISTANT SECRETARY & GENERAL COUNSEL

(Title of person signing)