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(Requestor's Name)

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☐ MAIL

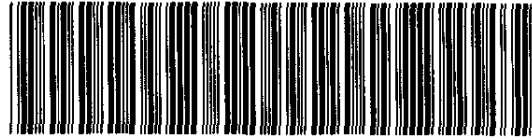
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FLORIDA DEPARTMENT OF STATE
Division of Corporations

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JUN 01 2015
BY: _____

May 22, 2015

ASTRID DE PARRY, ESQUIRE
ASTRID DE PARRY, P.A.
107 EAST CHURCH STREET
DELAND, FL 32724 US

SUBJECT: DELTONA TRANSFORMER CORPORATION
Ref. Number: 294890

We have received your document for DELTONA TRANSFORMER CORPORATION and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Tina D Cannon
Regulatory Specialist II

Letter Number: 515A00010911

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Astrid de Parry, Esquire*
Attorney at Law

ASTRID DE PARRY, P.A.

www.delandattorney.com
email@delandattorney.com

107 East Church Street
DeLand, FL 32724

Phone: 386-736-1223

Fax: 386-736-1022

June 1, 2015

Department of State
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Third Amended and Restated Articles of Incorporation of
Deltona Transformer Corporation
Our File No. 10863-003

Dear Sir or Madam:

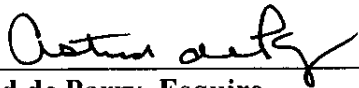
Enclosed please find a copy of your letter dated May 22, 2015, together with the original duly executed and notarized Third Amended and Restated Articles of Incorporation of Deltona Transformer Corporation which has been corrected to include the Acceptance of Resident Agent.

Payment for the filing fee of the enclosed Third Amended and Restated Articles of Incorporation of Deltona Transformer Corporation was previously submitted by my firm's Check No. 10122 in the amount of \$35.00.

Kindly file the enclosed Amendment and Restatement at your soonest convenience.

Please do not hesitate to call me if you have any questions concerning the foregoing.

ASTRID DE PARRY, P.A.

By: 
Astrid de Parry, Esquire

AdP/tg
Enclosures
cc: Michael L. Prelec, Sr.

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Astrid de Parry, Esquire*
Attorney at Law

ASTRID DE PARRY, P.A.

107 East Church Street
DeLand, FL 32724

Phone: 386-736-1223

Fax: 386-736-1022

May 13, 2015

www.delandattorney.com
email@delandattorney.com

Department of State
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Third Amended and Restated Articles of Incorporation of
Deltona Transformer Corporation
Our File No. 10863-003

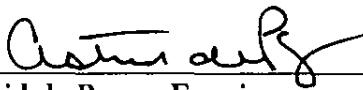
Dear Sir or Madam:

Enclosed please find the duly executed and notarized Third Amended and Restated Articles of Incorporation of Deltona Transformer Corporation and my firm's Check No. 10122 payable to the Florida Department of State in the amount of \$35.00 in payment of your fee for filing an amendment of any record. Kindly file same accordingly.

Please do not hesitate to call me if you have any questions concerning the foregoing.

ASTRID DE PARRY, P.A.

By:


Astrid de Parry, Esquire

AdP/tg
Enclosures
cc: Michael L. Prelec, Sr.

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**THIRD
AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
DELTONA TRANSFORMER CORPORATION**

1. Pursuant to the provisions of Section 607.1007 of the Florida Business Corporation Act, the undersigned Corporation hereby adopts the following Third Amended and Restated Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation shall be: **DELTONA TRANSFORMER CORPORATION.**

ARTICLE II - PURPOSE

The purpose for which the Corporation is organized is to transact any lawful business not required to be specifically stated in the Articles of Incorporation.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be:

801 International Speedway Blvd.
DeLand, Florida 32724-2511

ARTICLE IV - REGISTERED AGENT AND STREET ADDRESS

The name and street address of the Registered Agent is:

Astrid de Parry, P.A.
107 East Church Street
DeLand, Florida 32724

ARTICLE V - SHARES

(a) Authorized Shares. The aggregate number of shares that the corporation is authorized to issue is 300 shares. All of the shares are without par value. The shares are divided into two classes and seven series. The designation of each class and the number of shares of each series are as follows:

<u>Class</u>	<u>Series</u>	<u>Number of Shares</u>
Preferred	A	70
Preferred	B	30
Common	C	35
Common	D	35
Common	E	15
Common	F	15
Common	G	100

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Each share of stock, but not including the Series G Common Stock, shall entitle the holder thereof to one (1) vote upon all matters upon which the shareholders have the right to vote. The holders of Series G Common Stock shall be entitled only to share in the dividends and any distribution of corporate assets in the event of the liquidation, dissolution or winding up of the affairs of the Corporation, but shall not be entitled to any voting rights.

(b) Issuance of Preferred Stock in Series. The preferred shares authorized by these Articles of Incorporation shall be issued in two series. The first series shall be designated Series A Cumulative Preferred; shall be entitled to receive dividends at the rate of \$3,600.00 per share, per annum, payable monthly in accordance with the provisions of Paragraph (d) of this Article; shall be redeemable as provided in Paragraph (f) of this Article; and shall on winding up of the Corporation receive the sum of \$715,000.00 per share plus all accrued and unpaid dividends in accordance with the provisions of Paragraph (e) of this Article. The second series shall be designated Series B Cumulative Preferred; shall be entitled to receive dividends at the rate of \$3,600.00 per share, per annum, payable monthly in accordance with the provisions of Paragraph (d) of this Article; shall be redeemable as provided in Paragraph (f) of this Article; and shall on winding up of the Corporation receive the sum of \$715,000.00 per share plus all accrued and unpaid dividends in accordance with the provisions of Paragraph (e) of this Article.

(c) Authority of Board of Directors to Fix Terms of Series. The Board of Directors is authorized to fix, in the manner and to the fullest extent permitted by law, all provisions of the shares of each series not otherwise set forth in these Articles as long as no provision is inconsistent with the provisions of this Article.

(d) Dividends. The holders of the shares of Series A Preferred Stock and Series B Preferred Stock shall receive dividends out of funds available for the payment of dividends before any dividend shall be paid on any shares of Common Stock. No dividends shall be paid on the shares of Common Stock unless the current dividend, and all the arrears of dividends, if any, on the outstanding shares of the Series A Preferred Stock and Series B Preferred Stock shall have been paid or provision shall have been made for the payment thereof.

(e) Liquidation Preferences - Dissolution. (i) In the event of any voluntary or involuntary liquidation, dissolution, or winding up of the affairs of the Corporation, then, before any distribution or payment shall be made to the holders of the common shares, the holders of the preferred shares shall be entitled to be paid in full the respective amounts fixed in accordance with the provisions of Paragraph (b) and Paragraph (c) of this Article, together with accrued dividends to such distribution payment date.

(ii) Insufficient Assets. If, on any voluntary or involuntary liquidation, dissolution, or winding up of the affairs of the Corporation, the assets of the Corporation are insufficient to permit full payment to the preferred shareholders as herein provided, then the holders of any series of the preferred shares shall share ratably in any distribution of assets in proportion to the full amount to which they would otherwise be respectively entitled.

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(iii) Dissolution as Not Including Consolidation or Merger. Neither the consolidation or merger of the Corporation, nor the lease or conveyance of all or substantially all of its assets, shall be deemed a liquidation, dissolution, or winding up of the affairs of the Corporation within the meaning of this Article.

(f) Redemption of Preferred Stock. The preferred shares of any series may be redeemed, in whole or in part, at the option of the Corporation, at any time or from time to time, at \$715,000.00 per share plus all accrued and unpaid dividends payable to the redemption date.

(g) Liquidation. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, after distribution in full of the preferential and/or other amounts to be distributed to the holders of shares of any outstanding series of preferred shares, the holders of the common shares shall be entitled to receive all of the remaining assets of the Corporation available for distribution to its shareholders, ratably in proportion to the number of shares of common shares held by them. In any such distribution, shares of Series C, D, E, F and G Common Stock shall be treated equally on a per share basis.

(h) Redemption of Common Stock. The common shares of any series may be redeemed, in whole or in part, at the option of the Corporation, at any time or from time to time, upon such terms and conditions as may be determined by the Board of Directors. Further, upon the death, divorce, bankruptcy or conviction of a felony of any shareholder, the affected shareholder shall sell and the Corporation shall purchase all of the shares of Common Stock owned of record by that shareholder at the time of death, divorce, bankruptcy or conviction of a felony. The purchase price will be based on the average post tax profits of the Corporation for the previous three years, discounted by seventy percent (70%), and payable in three equal annual installments without interest.

(i) Common Stock Transfer Restrictions. No present or future holder of Common Stock of the Corporation may transfer, encumber or pledge his shares to any person other than the Corporation without the consent of all shareholders of the Corporation. ANY ATTEMPTED TRANSFER, ENCUMBRANCE OR PLEDGE IN CONTRAVENTION HEREOF SHALL BE VOID.

ARTICLE VI - PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights.

ARTICLE VII - DIRECTORS

The number of directors shall be fixed by the By-Laws or, in the absence of a By-Law fixing the number, the number shall be three.

ARTICLE VIII - OFFICERS

The officers of this Corporation shall be a President, Vice President, Secretary and Treasurer.

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ARTICLE IX - INDEMNIFICATION

To the full extent permitted by the Florida Business Corporation Act or any other applicable laws presently or hereafter in effect, no director of the Corporation shall be personally liable to the Corporation or its shareholders for or with respect to any acts or omissions in the performance of his or her duties as a director of the Corporation. Any repeal or modification of this Article IX by the shareholders of the Corporation shall not adversely affect the right or protection of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

ARTICLE X - MANAGEMENT AND CONTROL OF CORPORATION

The entire management and control of this Corporation shall be retained by the shareholders through their duly elected officers and directors, and the shareholders of this Corporation may enter into such shareholders' and trustees' agreements as they may see fit wherein and whereby such shareholders may limit their voting rights by virtue of such shareholders' and trustees' agreements.

ARTICLE XI - SPECIAL PROVISIONS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation are hereby adopted.

(a) The Board of Directors from time to time shall determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the Corporation or any of them, shall be open to the inspection of the shareholders, and no shareholder shall have any right to inspect any account or document of the Corporation, except as conferred by a statute or authorized by the Board of Directors, or by resolution of the shareholders.

(b) No contract or other transaction between the Corporation and any other corporation in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the Directors of the Corporation is or are interested in, or is a Director or officer or are Directors or officers of such other Corporation, and any director or directors, individually, or jointly, may be a party or parties to, or may be interested in any such contracts or transactions of the Corporation or in which the Corporation is interested, and no contract, act or transaction of the Corporation with any person or persons, firm or corporation in the absence of fraud, shall be affected or invalidated by the fact that any Director or Directors of the Corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become a Director of the Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the Corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested. Any Director of the Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or controlled company without regard to the fact that he also is a Director of such subsidiary or controlled company.

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ARTICLE XII - AMENDMENT OF BY-LAWS

The power to amend or repeal the Corporation's By-Laws is hereby reserved exclusively to the shareholders.

ARTICLE XIII - AMENDMENTS TO THE ARTICLES OF INCORPORATION

In addition to any requirements of law and any other provisions of these Amended and Restated Articles of Incorporation (and notwithstanding the fact that a lesser percentage may be specified by law), the affirmative vote of the holders of 75% or more of the combined voting power of the then outstanding shares of capital stock of all classes and series of the Corporation entitled to vote generally on matters requiring the approval of shareholders, voting together as a single class (a "Supermajority Vote"), shall be required to (i) alter, amend, repeal or adopt any provision which is inconsistent with any provisions of Article V hereof or this Article XIII or (ii) approve any merger of the Corporation which would, directly or indirectly, have the effect of making changes to these Amended and Restated Articles of Incorporation that would require a Supermajority Vote if effected directly as an amendment to these Third Restated Articles of Incorporation.

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ARTICLE XIV - EFFECTIVE DATE

The effective date of these Third Amended and Restated Articles of Incorporation is April 30, 2015.

2. The foregoing Third Amended and Restated Articles of Incorporation were duly adopted by the affirmative vote of the holders of 75% or more of the combined voting power of the outstanding shares of capital stock of all classes and series of the Corporation on April 30, 2015.

The undersigned has executed these Third Amended and Restated Articles of Incorporation this 30th day of April, 2015.

**DELTONA TRANSFORMER
CORPORATION, a Florida Corporation**

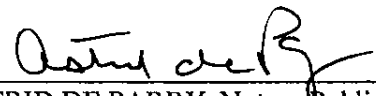

MICHAEL L. PRELEC, SR., President

STATE OF FLORIDA)
COUNTY OF VOLUSIA)

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared MICHAEL L. PRELEC, SR., to me well known to be the person who executed the foregoing Third Amended and Restated Articles of Incorporation and he acknowledged before me that he executed same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal this 30th day of April, 2015.

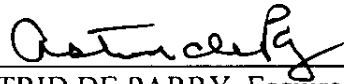



ASTRID DE PARRY, Notary Public
State of Florida at Large
My Commission Expires: 11/05/2018

ACCEPTANCE BY RESIDENT AGENT

I hereby accept the appointment as Resident Agent. I am familiar with and accept the obligations of the position.

ASTRID DE PARRY, P.A.

By: 
ASTRID DE PARRY, Esquire