

P16000085033

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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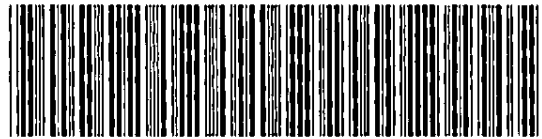
(Business Entity Name)

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DATE: 11/11/11  
TIME: 11:11 AM

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R. V. 1112  
JAN 10 1950

RW

CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 582272 4311639

AUTHORIZATION :



COST LIMIT : \$43.75

ORDER DATE : January 15, 2019

ORDER TIME : 12:49 PM

ORDER NO. : 582272-005

CUSTOMER NO: 4311639

DOMESTIC AMENDMENT FILING

NAME: BROEKHOF USA, INC.

EFFECTIVE DATE:

\_\_\_\_ ARTICLES OF AMENDMENT  
X\_\_\_\_ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX\_\_\_\_ CERTIFIED COPY  
\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Roxanne Turner -- EXT# 62969

EXAMINER'S INITIALS: \_\_\_\_\_

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
BROEKHOF USA, INC.  
(A Florida Corporation)**

**FILED**

2019 JAN 15 AM 9:10

SECRETARY OF STATE  
TALLAHASSEE, FL

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

1. The name of the corporation is Broekhof USA, Inc. (the "Corporation"). The date of filing the original Articles of Incorporation with the Secretary of State was October 21, 2016. The document number assigned to the Corporation by the Florida Department of State is No.: P16000085033.

2. The Amended and Restated Articles of Incorporation were unanimously adopted and approved by the Board of Directors and the Shareholders of the Corporation on January 15, 2019 in accordance with Sections 607.1003, 607.1006, and 607.1007 of the Florida Business Corporation Act (the "FBCA").

3. The Articles of Incorporation are hereby amended and restated in their entirety as follows:

**ARTICLE I  
Name of Corporation**

The name of the Corporation is Broekhof USA, Inc.

**ARTICLE II  
Address of Corporation**

The principal place of business and mailing address of the Corporation is:

2029 NW 89<sup>th</sup> Place  
Doral, FL 33172

**ARTICLE III  
Purpose**

The Corporation is organized and authorized to engage in any lawful act or activity for which a corporation organized under the Florida Business Corporation Act may engage.

**ARTICLE IV  
Duration**

The Corporation shall exist perpetually unless dissolved according to law.

## ARTICLE V Capital Stock

The total number of shares that the Corporation is authorized to issue and have outstanding at any time is 2000 divided into classes as follows:

- A. This Corporation shall have the authority to issue One Thousand (1,000) shares of Common Stock having a par value of \$1.00 per share. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.
- B. This Corporation shall have the authority to issue One Thousand (1,000) shares of Preferred Stock having a par value of \$1.00 per share. Preferred Stock share have the following powers, privileges and rights:
  - i. Voting. Each issued and outstanding share of Preferred Stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.
  - ii. Preemptive Rights. The holders of Preferred Stock shall have preemptive rights to subscribe for any shares of any class of capital stock of the Corporation whether now or hereafter authorized.
  - iii. Dividends. Each share of Preferred Stock shall accrue cumulative dividends at the rate of five percent (5%) per annum ("Preferred Dividends"). Preferred Dividends shall be paid in cash only when, as and if declared by the Board of Directors of the Corporation (the "Board") out of funds legally available therefore or upon a liquidation, dissolution or winding up of the Corporation, or upon the occurrence of a Deemed Liquidation Event (as hereinafter defined). The Corporation shall not declare, pay or set aside any dividends on shares of any other class or series of capital stock of the Corporation unless the holders of Preferred Stock shall have received Preferred Dividends which have become due and payable to holders of Preferred Stock.
  - iv. Preferential Payments to Holders of Preferred Stock. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation or Deemed Liquidation Event, the holders of shares of Preferred Stock then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its stockholders, before any payment shall be made to the holders of Common Stock by reason of their ownership thereof, an aggregate amount equal to one thousand dollars (\$1000.00) for each share of Preferred Stock, plus any dividends declared but unpaid thereon, less any dividends declared and distributed to the holders of shares of Preferred Stock as of the date of the liquidation, dissolution or winding up of the Corporation or of the Deemed Liquidation Event (the "Preferred Stock Liquidation Amount"). If upon any such liquidation, dissolution, or winding up or Deemed Liquidation Event of the Corporation, the funds and assets available for distribution to the stockholders of the Corporation shall be insufficient to pay the holders of shares of Preferred Stock the full amount to which they are entitled

under this Subsection (iv), the holders of shares of Preferred Stock shall share ratably in any distribution of the funds and assets available for distribution in proportion to the respective amounts that would otherwise be payable in respect of the shares of such Preferred Stock held by them upon such distribution if all amounts payable on or with respect to such shares were paid in full. A "Deemed Liquidation Event" means (x) any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, including but not limited to, a consolidation, merger, reorganization or other form of acquisition of the Corporation, or a sale of all or substantially all of its assets, except any such consolidation, merger, reorganization or other form of acquisition or sale of the Corporation or a subsidiary of the Corporation in which the shares of capital stock of the Corporation outstanding immediately prior to such consolidation, merger, reorganization or other form of acquisition or sale continue to represent, or are converted into or exchanged for shares of capital stock that represent, immediately following such consolidation, merger, reorganization or other form of acquisition or sale, at least a majority, by voting power, of the capital stock of (1) the surviving or resulting corporation or (2) if the surviving or resulting corporation is a wholly owned subsidiary of another corporation immediately following such consolidation, merger, reorganization or other form of acquisition or sale, the parent corporation of such surviving or resulting corporation or (y) any other transaction or series of transactions pursuant to, or as a result of, which a single person (or group of affiliated persons) acquires (from the Corporation or directly from the stockholders of the Corporation) or holds capital stock of the Corporation representing a majority of the Corporation's outstanding voting power.

#### **ARTICLE VI**

##### **Registered Agent and Office Address**

The street address of the Corporation's registered office 1201 Hayes Street, Tallahassee, FL 32301. The name of the Corporation's registered agent at that office is Corporation Service Company.

#### **ARTICLE VII**

##### **Indemnification**

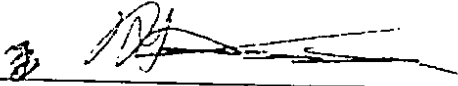
The Corporation shall indemnify, advance expenses, and hold harmless, to the fullest extent permitted by the FBCA and other applicable law as it presently exists or may hereafter be amended, any person (a "Covered Person") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal (a "Proceeding"), by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation or of a partnership, joint venture, trust, enterprise, or nonprofit entity, including service with respect to employee benefit plans, against all liability, damages, and loss suffered and expenses (including attorneys' fees) actually and reasonably incurred by such Covered Person. Any amendment, repeal, or modification of this Article VII shall not adversely affect any

right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

**ARTICLE VIII**  
**Amendments to the Articles of Incorporation**

Notwithstanding any other provision of these Amended and Restated Articles of Incorporation or the By-laws of the Corporation and in addition to any affirmative vote of the holders of any particular class of stock of the corporation required by applicable law, these Amended and Restated Articles of Incorporation or the By-laws of the corporation, the affirmative vote of the holders of at least fifty percent (50%) of the voting power of the shares of the then outstanding voting stock of the corporation, voting together as a single class, shall be required to amend, repeal, or adopt any provisions of these Amended and Restated Articles of Incorporation.

**IN WITNESS WHEREOF**, the undersigned duly authorized representative of the Corporation executed these Amended and Restated Articles of Incorporation this 15 day of January, 2019.

By:   
Name: J.P.A. BRECKHOFF  
Title: General Manager

**CERTIFICATE OF ACCEPTANCE BY**

**REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of Broekhof USA, Inc. a Florida corporation (the "Corporation"), in the Corporation's Amended and Restated Articles of Incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's Amended and Restated Articles of Incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of

\_\_\_\_\_.

**CORPORATION SERVICE COMPANY**

By: Roxanne Turner

Name:

Roxanne Turner

Title: Registered Agent

Asst. Vice President