

11/22/21, 4:31 PM

108637

Division of Corporations

H21000430799 3

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H21000430799 3)))



H210004307993ABC2

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850)617-6380

From:
Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850)521-0821
Fax Number : (850)558-1515

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2021 NOV 22 AM 10:17

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
W.S. BADCOCK CORPORATION**

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$35.00

NOV 23 2021
A. LUNT

2021 NOV 22 PM 4:56

Electronic Filing Menu

Corporate Filing Menu

Help

H21000430799 3

**ARTICLES OF AMENDMENT AND RESTATEMENT
TO RESTATED ARTICLES OF INCORPORATION
OF
W.S. BADCOCK CORPORATION**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2021 NOV 22 AM 10:17

Pursuant to Sections 607.1007 and 607.1003 of the Florida Business Corporation Act (the “FBCA”), W.S. Badcock Corporation, a corporation organized and existing under the laws of the State of Florida (the “Corporation”), hereby certifies as follows:

FIRST: That this Corporation is named W.S. Badcock Corporation and was originally incorporated in the State of Florida on March 10, 1926, and that these Amended and Restated Articles of Incorporation shall amend, restate and supersede in their entirety any and all prior Articles of Incorporation, as amended, including, without limitation, those certain Restated Articles of Incorporation filed with the Secretary of State of the State of Florida on October 25, 1979, and any other Articles of Amendment thereto, filed with the State of Florida from the date of the Corporation’s original incorporation through the date hereof.

SECOND: These Amended and Restated Articles of Incorporation were adopted by the Board of Directors of the Corporation and approved by the shareholders of the Corporation on November 22, 2021, the number of votes cast for the amendment by the shareholders was sufficient for approval.

THIRD: The Articles of Incorporation of the Corporation as heretofore restated, amended or supplemented are hereby further amended and restated to read in their entirety as follows:

**“AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
W.S. BADCOCK CORPORATION,
a Florida corporation**

**ARTICLE ONE:
NAME**

The name of this corporation is **W.S. BADCOCK CORPORATION**

**ARTICLE TWO:
PRINCIPAL OFFICE**

The street address of the principal office and mailing address of the Corporation is 200 North Phosphate Blvd., Mulberry, Florida 33860.

H21000430799 3

ARTICLE THREE:
REGISTERED OFFICE AND AGENT

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

ARTICLE FOUR:
DURATION

The term of existence of the Corporation shall be perpetual.

ARTICLE FIVE:
PURPOSE

The Corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE SIX:
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of commons stock having a par value of \$0.01 per share.

ARTICLE SEVEN:
BOARD OF DIRECTORS

The number of Directors may be either increased or diminished from time to time by a majority vote of the shareholders, but shall never be less than one (1).

ARTICLE EIGHT:
BYLAWS

The Board of Directors of the Corporation is expressly empowered to adopt, amend or repeal the Bylaws of the Corporation.

ARTICLE NINE:
INDEMNIFICATION

The Board of Directors of the Corporation is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

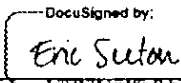
[Signature page follows]

DocuSign Envelope ID: D79DFADF-5225-4172-8CFC-4D672533FE7C

H21000430799 3

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been executed by a duly authorized officer of this Corporation on this 22nd day of November, 2021.

W.S. BADCOCK CORPORATION

By:  _____
Name: Eric Sulton
Title: Senior Vice President and Chief
Financial Officer

H21000430799 3

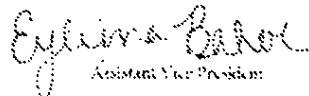
ACCEPTANCE OF APPOINTMENT**BY REGISTERED AGENT**

THE UNDERSIGNED, having been named in Article Three of the foregoing Amended and Restated Articles of Incorporation of **W.S. BADCOCK CORPORATION** as Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as Registered Agent of the Corporation.

DATED this 22nd day of November, 2021.

REGISTERED AGENT:

CORPORATION SERVICE COMPANY


Assistant Vice President

Print Name: Eyliena Baker
Title: Assistant Vice President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2021 NOV 22 AM 10:17

H21000430799 3