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GRAVES BROTHERS COMPANY

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF GRAVES BROTHERS COMPANY**

CLERK OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1006 and 607.1007 of the Florida Statutes, the undersigned Florida corporation hereby adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be GRAVES BROTHERS COMPANY.

ARTICLE II - PURPOSE

The general purpose for which this Corporation is organized shall be to conduct and transact any and all lawful business authorized or not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended.

ARTICLE III - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of this Corporation shall be located at 2770 Indian River Blvd, Suite 201, Vero Beach, Florida 32960. The mailing address of the Corporation shall be 2770 Indian River Blvd, Suite 201, Vero Beach, Florida 32960.

ARTICLE IV - REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of this Corporation in the State of Florida is 2770 Indian River Blvd, Suite 201, Vero Beach, Florida 32960. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the registered agent of this Corporation at that address is Jeff E. Bass. The Board of Directors may from time to time designate a new registered agent.

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ARTICLE V - CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is seven thousand (7,000) shares, of which three thousand five hundred (3,500) shares having a par value of One Hundred Dollars (\$100.00) per share shall be shares of Class A voting common stock, and three thousand five hundred (3,500) shares having a par value of One Hundred Dollars (\$100.00) per share shall be shares of Class B non-voting common stock.

The preferences, qualifications, limitations and restrictions, and the special or relative rights with respect to the shares of each class, are as follows:

Each holder of Class A voting common stock of this Corporation shall be entitled to one (1) vote for each share of Class A voting common stock standing in his or her name at any and all meetings of the shareholders of this Corporation. Except as otherwise provided by law, and also except to the extent otherwise agreed in writing by all of the Class A shareholders, no holder of Class B non-voting common stock shall be entitled to cast any vote on account of the ownership of such stock.

Except for the difference in voting rights set forth above, the rights, preferences, qualifications, limitations and restrictions, and the special or relative rights with respect to the shares of Class B non-voting common stock, shall be identical in all respects to those of the shares of Class A voting common stock. Accordingly, each share of common stock, both Class A voting and Class B non-voting, shall receive equal dividends if and when declared by the Board of Directors, and in the event of any liquidation, dissolution or winding up of this Corporation, the assets and funds of this Corporation shall be paid to and distributed equally (on

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a per share basis) among the holders of the Class A voting and Class B non-voting common stock in proportion to the number of shares held by each of them.

ARTICLE VI - BOARD OF DIRECTORS

The number of Directors of this corporation shall not be less than three (3) nor more than seven (7).

ARTICLE VII - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VIII - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

IN WITNESS WHEREOF, I have subscribed my name as President pursuant to lawful corporate authority this 19th day of August, 2015.

GRAVES BROTHERS COMPANY

By: 
Jeff E. Bass, President

REGISTERED AGENT

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Amended and Restated Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

Dated: August 19th, 2015


Jeff E. Bass

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**OFFICER'S CERTIFICATE TO ACCOMPANY
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
GRAVES BROTHERS COMPANY**

I, JEFF E. BASS, being the duly elected, qualified and acting President of GRAVES BROTHERS COMPANY, a Florida corporation (the "Corporation"), hereby certify that the Amended and Restated Articles of Incorporation of the Corporation accompanying this Certificate were (1) duly adopted and approved by all of the members of the Board of Directors of the Corporation in compliance with Section 607.1007 of the Florida Statutes, on August 18, 2015, (2) duly adopted and approved by all of the shareholders of the Corporation entitled to vote thereon in compliance with Section 607.1007 of the Florida Statutes, on August 18, 2015, and (3) that the number of votes cast for the Amended and Restated Articles of Incorporation by the shareholders entitled to vote thereon was sufficient for approval.

IN WITNESS WHEREOF, I have subscribed my name as President pursuant to lawful corporate authority, on this 19th day of August, 2015.

GRAVES BROTHERS COMPANY

By: _____

Jeff E. Bass, President

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