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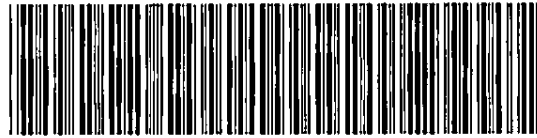
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amendment

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1. Standard Sand & Silica Company  
(CORPORATE NAME AND DOCUMENT #)

2. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)

3. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)

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(CORPORATE NAME AND DOCUMENT #)

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(CORPORATE NAME AND DOCUMENT #)

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(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS:

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
STANDARD SAND & SILICA COMPANY**

**ARTICLE I            NAME**

The name of the corporation shall be Standard Sand & Silica Company

**ARTICLE II            PRINCIPAL OFFICE**

The principal street address of the corporation shall be:  
1850 HWY 17-91 North, Davenport, FL 33837

The principal mailing address of the corporation shall be:  
P.O. Box 1059, Davenport, FL 33836

**ARTICLE III            PURPOSE**

The purpose for which the corporation is organized is any and all lawful business purpose or purposes. Notwithstanding the foregoing, the primary business of the company shall be mining, milling, converting, smelting, treating, preparing for market, manufacturing, buying, selling, exchanging and otherwise producing and dealing in sand, silica, stone, rock and all other minerals and metals of every kind, nature or description, and the products and by-products thereof of every kind and description, and by whatsoever process the same can or may hereafter be produced, along with any and all ancillary business activities and operations necessary to effectuate the above stated purposes.

**ARTICLE IV            AUTHORIZED SHARES**

The aggregate number of shares the corporation shall have authority to issue shall be 10,000 shares, without par value, which shall be comprised of: (a) 1,100 shares of common stock ("Common Voting Shares"); (b) 8,900 shares of non-voting common stock ("Non-Voting Common Shares").

Each issued and outstanding share of common stock of the corporation shall be, and hereby is, reclassified and converted into one thousand two hundred (1,100) Common Voting Shares and eight thousand eight hundred (8,900) Non-Voting Common Shares such that after reclassification and conversion of all issued shares of common stock, the corporation will have one thousand two hundred (1,100) Common Voting Shares and eight thousand eight hundred (8,900) Non-Voting Common Shares issued and outstanding.

**ARTICLE V            RELATIVE RIGHTS OF SHAREHOLDERS**

The limitations and relative rights in respect of the corporation's shares shall be as follows:

**A. Common Voting Shares.**

- (1) Voting. The Common Voting Shares shall have the exclusive right to vote for the election of directors and on all other matters in which shareholders are generally entitled to vote. Each

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Common Share shall have one vote per share on matters on which holders of Common Voting Shares are entitled to vote.

- (2) Dividends. (a) Subject to the corporation's compliance with any requirements for setting aside sums for redemption or purchase accounts and subject further to any other conditions that may be established in accordance with the provisions of the By-Laws of the corporation or any agreement among the shareholders, the holders of Common Voting Shares shall be entitled to receive such dividends, if any, as may be declared from time to time by the Board of Directors.

(b) No dividend will be paid or authorized and set apart for payment on any Common Voting Shares for any period unless the Corporation has paid or authorized and set aside for payment in the same period, or contemporaneously pays or authorizes and sets aside for payment, an equal amount to be paid as a dividend on Non-Voting Common Shares.

- (3) Distributions. (a) The holders of Common Voting Shares and Non-Voting Common Shares shall be entitled to receive, upon the voluntary or involuntary liquidation, distribution or sale of assets, dissolution or winding-up of the Corporation, all of its remaining assets, tangible and intangible, of whatever kind available for distribution to the shareholders, ratably in proportion to the number of Common Voting Shares and Non-Voting Common Shares held by each, with each share being proportionally equal in relation to the sum total of the two classes.
- (4) Issuance. Common Voting Shares may be issued from time to time on such terms and for such consideration as shall be determined by the Board of Directors.

#### B. Non-Voting Common Shares

- (1) Same Rights As Common Voting Shares. Except with respect to voting rights and as otherwise specifically provided in these Articles of Incorporation, Non-Voting Common Shares shall have the same preferences, limitations, and relative rights as, and shall be identical in all respects to, the Common Voting Shares.

- (2) No Voting Rights. Except as required by the Florida Business Corporation Act, Chapter 607 F.S. or these Articles of Incorporation, Non-Voting Common Shares shall not have the right to vote on any matter submitted to a vote at a meeting of shareholders of the corporation.

- (3) Dividends. (a) Subject to the corporation's compliance with any requirements for setting aside sums for redemption or purchase accounts and subject further to any other conditions that may be established in accordance with the provisions of the By-Laws of the corporation or any agreement among the shareholders, the holders of Non-Voting Common Shares shall be entitled to receive such dividends, if any, as may be declared from time to time by the Board of Directors.

(b) No dividend will be paid or authorized and set apart for payment on any Non-Voting Common Shares for any period unless the Corporation has paid or authorized and set aside for payment in the same period, or contemporaneously pays or authorizes and sets aside for payment, an equal amount to be paid as a dividend on Common Voting Shares.

- (4) Distributions. (a) The holders of Common Voting Shares and Non-Voting Common Shares shall be entitled to receive, upon the voluntary or involuntary liquidation, distribution or sale

of assets, dissolution or winding-up of the Corporation, all of its remaining assets, tangible and intangible, of whatever kind available for distribution to the shareholders, ratably in proportion to the number of Common Voting Shares and Non-Voting Common Shares held by each, with each share being proportionally equal in relation to the sum total of the two classes.

#### **ARTICLE VI           PREEMPTIVE RIGHTS**

No shareholder of the Corporation, by reason of the holding of shares by such shareholder, shall have any preemptive right to purchase, subscribe to, or have first offered to, any shares of any class of the Corporation, presently or subsequently authorized, or any notes, debentures, bonds or other securities of the Corporation convertible into, or carry options or warrants to purchase shares of any class, presently or subsequently authorized (whether or not the issuance of any such shares, or such notes, debentures, bonds or other securities would adversely affect the dividend or voting rights of such shareholders), other than such rights, if any, as the Board of Directors in its sole discretion from time to time may grant, at such prices as the Board of Directors in its discretion may fix. The Board of Directors may issue shares of Common Voting Shares or Common Non-Voting Shares of the Corporation, or any notes, debentures, bonds or other securities convertible into, or carrying options or warrants to purchase shares of either voting or non-voting class without offering any such shares of voting or non-voting class, either in whole or in part, to the existing shareholders of either class.

#### **ARTICLE VII           OFFICERS AND DIRECTORS**

The following persons shall constitute the officers and directors of the corporation and shall hold office as provided in the Amended and Restated By-Laws of the corporation until the next annual meeting and qualify:

Title	Chairman, CEO, President and Director
Name	Carnes, L. Baylis, III
Address	P.O. Box 1059 Davenport, FL 33836

Title	Treasurer/Secretary
Name	Elliott, Brent
Address	P.O. Box 1059 Davenport, FL 33836

Title	VP
Name	Carnes, Lemuel Baylis, IV
Address	P.O. Box 1059 Davenport, FL 33836

Title	VP
Name	Carnes, Timothy
Address	P.O. Box 1059 Davenport, FL 33836

Title	VP
Name	Carnes, David
Address	P.O. Box 1059 Davenport, FL 33836

Title CFO  
Name Elliott, Brent  
Address P.O. Box 1059  
Davenport, FL 33836

**ARTICLE VIII REGISTERED AGENT**

The name and Florida street address of the Registered Agent is:

Name Elliott, Brent A.  
Address 1850 US HWY 17-92N  
Davenport, FL 33837 US

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, the undersigned is familiar with and accepts appointment as registered agent and agrees to act in this capacity.

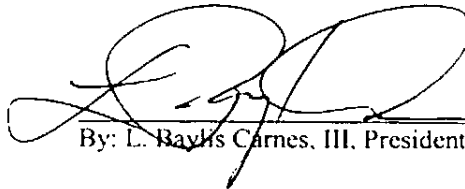
  
\_\_\_\_\_  
Required Signature/Registered Agent

6/30/17  
\_\_\_\_\_  
Date

The foregoing Amended and Restated Articles of Incorporation of the corporation were adopted by written consent executed on June 30, 2017, by all of the Shareholders and Directors of the corporation.

**IN WITNESS WHEREOF**, the President and Secretary of the corporation have executed these Amended and Restated Articles of Incorporation this 30<sup>th</sup> day of June, 2017, on behalf of the corporation.

**Standard Sand & Silica Company,  
a Florida corporation**

  
\_\_\_\_\_  
By: L. Baylis Carnes, III, President

  
\_\_\_\_\_  
By: Brent A. Elliott, Secretary