

Division of Corporations

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.**

(((H12000300844 3)))



H120003008443ABCW

**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 : CARLTON FIELDS  
Account Number : 076077000355  
Phone : (813) 223-7000  
Fax Number : (813) 229-4133

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

Email Address: APLASENCIA@CARLTON FIELDS.COM

RECEIVED

12 DEC 26 AM 8:20

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
TRAEGER BROTHERS AND ASSOCIATES, INC.**

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$52.50

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

12 DEC 26 AM 10:53

FILED

DEC 27 2012

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
TRAEGER BROTHERS AND ASSOCIATES, INC.**

1. The name of this corporation is Traeger Brothers And Associates, Inc. , a Florida corporation (the "Corporation"), whose principal office address is 12405 SW 130<sup>th</sup> Street, Miami, Florida 33186.

2. The Articles of Incorporation of the Corporation, originally filed July 17, 1950, under Document No. 162292, are hereby deleted in their entirety and amended and restated to read as follows:

**ARTICLE I - NAME AND BUSINESS ADDRESS**

The name of this Corporation is Traeger Brothers And Associates, Inc. Its principal office and business mailing address is 12405 SW 130<sup>th</sup> Street, Miami, Florida 33186.

**ARTICLE II - DURATION**

The Corporation shall have a perpetual existence.

**ARTICLE III - PURPOSE**

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

**ARTICLE IV - CAPITAL STOCK**

The Corporation shall have the authority to issue ten (10) shares of Class A Common Stock (voting), \$1.00 par value, and nine hundred ninety (990) shares of Class B (non-voting) Common Stock, \$1.00 par value. The Class A Common Stock and the Class B Common Stock are hereinafter sometimes collectively referred to as "Common Stock." The rights, preferences, voting powers and the qualifications, limitations and restrictions of the authorized stock shall be as follows:

A. **Voting Powers.** The voting power for the election of directors and all other purposes shall be vested exclusively in the holders of Class A Common Stock, and except as otherwise required by law, the holders of Class B Common Stock shall not have any voting power or be entitled to receive any notice of meetings of stockholders. Each share of Class A Common Stock outstanding on any record date shall be entitled to one vote.

B. **Class A Common Stock (voting) and Class B Common Stock (non-voting).** The relative rights, preferences, qualifications, limitations and restrictions of the Class A Common Stock and Class B Common Stock shall be identical in all respects.

1. **Dividends.** The holders of Class A Common Stock and Class B Common Stock shall be entitled to receive such dividends and other distributions in cash, stock of any

FILED  
12 DEC 26 AM 10:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

corporation (other than Common Stock) or property of the Corporation as may be declared thereon by the Board of Directors from time to time out of assets or funds of the Corporation legally available therefor and shall share equally on a pro rata basis in all such dividends and other distributions. In the case of dividends or other distributions payable in Common Stock, including distributions pursuant to stock splits or divisions of Common Stock, only shares of Class A Common Stock shall be paid or distributed with respect to Class A Common Stock and only shares of Class B Common Stock shall be paid or distributed with respect to Class B Common Stock and all such dividends or distributions shall be payable at the same rate per share on Class A Common Stock and Class B Common Stock so as to retain, immediately before and immediately after giving effect to such dividend or other distribution, the relative proportion of outstanding shares of Class A Common Stock and Class B Common Stock.

2. **Liquidation.** In the event of any dissolution, liquidation or winding up of the affairs of the Corporation, whether voluntary or involuntary, the remaining assets and funds of the Corporation shall be distributed pro rata to the holders of Common Stock, and the holders of Class A Common Stock and the holders of Class B Common Stock will be entitled to receive the same amount per share in respect thereof. For purposes of this Paragraph (B)(2), the voluntary sale, conveyance, lease, exchange or transfer (for cash, shares of stock, securities or other consideration) of all or substantially all of the assets of the Corporation or a merger or share exchange involving the Corporation and one or more other corporations (whether or not the Corporation is the corporation surviving such merger) shall not be deemed to be a liquidation, dissolution or winding up, voluntary or involuntary.

3. **Reorganization.** In case of any reorganization, share exchange or merger of the Corporation with another corporation in which shares of Class A Common Stock or Class B Common Stock are converted into (or entitled to receive with respect thereto) shares of stock and/or other securities or property (including cash), each holder of a share of Class A Common Stock and each holder of a share of Class B Common Stock shall be entitled to receive with respect to each such share the same kind and amount of shares of stock and other securities and property (including cash). In the event that the holders of shares of Class A Common Stock (or of shares of Class B Common Stock) are granted rights to elect to receive one of two or more alternative forms of consideration, the foregoing provision shall be deemed satisfied if holders of shares of Class A Common Stock and holders of shares of Class B Common Stock are granted substantially identical election rights.

## **ARTICLE V**

### **REGISTERED OFFICE AND AGENT**

The street address of the registered office of this Corporation shall be 8435 SW 148<sup>th</sup> Drive, Palmetto Bay, Florida 33158, and the registered agent of this Corporation at such office shall be Howard B. Traeger, who upon accepting this designation agrees to comply with the provisions of Chapters 48 and 607, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

**ARTICLE VI - BOARD OF DIRECTORS**

The Board of Directors shall consist of one member. The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than nine. The name and address of the director constituting the Board of Directors is:

**Name****Address**

Howard B. Traeger

8435 SW 148<sup>th</sup> Drive  
Palmetto Bay, Florida 330158**ACCEPTANCE OF REGISTERED AGENT**

The undersigned, being named in the Amended and Restated Articles of Incorporation of Traeger Brothers And Associates, Inc., as the Registered Agent of this corporation, hereby consents to accept service of process for the above-stated corporation at the place designated in the Amended and Restated Articles of Incorporation, and accepts the appointment as Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all applicable Florida laws relating to the proper and complete performance of their duties, and is familiar with and accepts the obligations of such position, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Dated: December 26, 2012

  
Howard B. Traeger, Registered Agent

3. The foregoing Amended and Restated Articles of Incorporation were adopted by the Shareholders and Board of Directors of the Corporation, by unanimous written consents, dated December 26, 2012.

4. As of this date and as of the date of the adoption of these Amended and Restated Articles of Incorporation, 100 of the Corporation's 1,000 shares of authorized common stock have been issued.

IN WITNESS WHEREOF, the undersigned has duly executed these Amended and Restated Articles of Incorporation on this 26<sup>th</sup> day of December, 2012.

Traeger Brothers And Associates, Inc.

By:   
Howard B. Traeger, Director and President