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100002474351-97

Amendment  
filed on 3-5-70

13pgs.

A 65770 (q)

BLACK, CROW AND EIDNESS,  
INC.

Amended ARTICLES OF  
INCORPORATION, and amend  
ART IV, chg cap stk to 100,  
000, sh @ \$1

FILED IN OFFICE OF DEPARTMENT  
OF STATE, STATE OF FLORIDA,  
by CS, on Mar. 5, 1970

TOM ADAMS  
SECRETARY OF STATE

LAW OFFICES  
**LAZONBY, DELL, GRAHAM, WILLCOX & BARBER**

POST OFFICE DRAWER J  
 GAINESVILLE, FLORIDA  
 32601

J. LANCE LAZONBY  
 SAM T. DELL  
 L. WILLIAM GRAHAM  
 JOE C. WILLCOX  
 W. HENRY BARBER, JR.  
 STEPHEN A. RAPPENECKER  
 WILLIAM D. RYALS  
 R. L. HENDERSON, JR.  
 XTRECKK06800K00834M000K

TELEPHONE 372-4381  
 AREA CODE 904  
 203 N.E. 1<sup>ST</sup> STREET

March 3, 1970

**FILED**  
**MAR 5 12 50 PM '70**  
 CLERK OF STATE  
 TALLAHASSEE, FLORIDA

The Honorable Tom Adams  
 Secretary of State  
 Capitol Building  
 Tallahassee, Florida

Attention: Corporate Division

Re: Amendment to Certificate of Incorporation  
 of Black, Crow and Eidsness, Inc.

MS-40 1 - 23700 \*\*\*\*\*5.00

MS-40 2 - 23600 \*\*\*\*\*10.00

Dear Sir:

Enclosed please find the original and one copy of a proposed amendment to the Certificate of Incorporation of Black, Crow and Eidsness, Inc. together with a check to your order in the amount of \$15.00 in payment of:

Filing fee	\$10.00
Certified copy	5.00
	<u>\$15.00</u>

Please return the certified copy to me after the original has been filed.

Yours very truly,

*Sam T. Dell*  
 Sam T. Dell

STD/eas  
 Enclosure

*Copies made 3/5/70*

TAX	
FILING	10.00
C. COPY	5.00
R. A. FEE	
P. CO. Y.	
STA CH	15.00
TOTAL	
BALANCE DUE	
REFUN.	

**CHARTER SECTION**

AMENDMENT  
TO  
CERTIFICATE OF INCORPORATION  
OF  
BLACK, CROW AND EIDSNESS, INC.

FILED  
MAY 5 12 58 PM '70  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 608.18 (8), Florida Statutes, we, the undersigned, being all of the directors and stockholders of Black, Crow and Eidsness, Inc., a Florida corporation, have executed this statement in manifestation of our intention that the Certificate of Incorporation of said corporation be amended to read in its entirety as follows:

**CERTIFICATE OF INCORPORATION OF  
BLACK, CROW AND EIDSNESS, INC.**

We, the undersigned, all being the age of twenty-one years or more, in order to form a corporation for profit under the laws of the State of Florida of the United States of America, for the purposes hereinafter stated, do hereby make, subscribe, certify, acknowledge and file this Certificate of Incorporation as follows:

ARTICLE I

The name of this corporation shall be **BLACK, CROW AND EIDSNESS, INC.** and its principal office is located at 700 Southeast Third Street in the City of Gainesville, County of Alachua, State of Florida.

ARTICLE II

The corporation is to have perpetual existence.

ARTICLE III

The general nature of the business or businesses and objects and purposes to be transacted and carried on is as follows:

1. To engage in and carry on a general practice of professional engineering as defined in the laws of the State of Florida as the same now exists or may hereafter be amended;

2. To carry on and conduct a general engineering and construction business including the designing, constructing, enlarging, extending, repairing, completing, removing or otherwise engaging in any work upon any and all inventions, devices, improvements, machines, mechanical contrivances, tools, articles and things or any part or accessories thereto or therefor;

3. To develop or assist in the development of patents, inventions, and improvements;

4. To own, lease or otherwise acquire, use or dispose of laboratories, plants, factories, or workshops for experimenting, manufacturing and development purposes;

5. To conduct investigations in the fields of engineering, mechanics and inventions and the use therefor and to make reports thereon;

6. To purchase, lease or otherwise acquire buildings;

7. To construct, erect, hold or improve, enlarge, maintain, operate, control, supervise and manage, and to sell, lease or otherwise dispose of water and water works for the purpose of supplying municipalities, corporation and individuals with water for public, corporate, business or domestic use;

8. To purchase, lease or otherwise acquire buildings, construct, erect, hold, own, improve, enlarge, maintain, operate, control, supervise and manage, and to sell, lease or otherwise dispose of every type and kind of utility and to exercise all of the powers now or hereinafter granted by the laws of the State of Florida to utility companies of every kind and nature, including, but not limited to, the right of eminent domain;

9. To make and produce pictures, photographs, aerial photographs, likenesses and representations of persons, land, landscapes, scenes, and things of all kinds, either by the use of cameras and other mechanical and chemical aids and devices and otherwise; to employ and furnish the services of persons skilled in all branches and departments

of the pictorial arts; to deal in photographic and aerial photographic materials and supplies of all kinds; to develop, print, tone, finish and mount pictures, photographs, aerial photographs, and all kinds of likenesses for others;

10. To purchase or otherwise acquire, import, export, manufacture, refine, distribute, market, sell or otherwise dispose of and generally deal and trade in and with, at wholesale or retail, any and all cleansing, renovating, washing, deodorizing, disinfecting, polishing, dyeing, bleaching and finishing compounds, powders, soaps, polishes, chemicals, solutions, mixtures, liquids, articles, products, materials, supplies, preparations and other substances, derivatives and by-products thereof, of every nature and description and any and all inventions, devices, processes, discoveries, formulae, letters patent or applications therefor, copyrights, trademarks, tradenames, trade symbols and other indications of origin or ownership and all other rights, interests or privileges in any manner incidental thereto;

11. To acquire, own, mortgage, pledge, sell, assign and transfer, invest, trade, deal in and deal with goods, wares and merchandise and real and personal property of every class and description;

12. To acquire and pay for in cash, stock or bonds of this corporation or otherwise, the goodwill, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation;

13. To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specified time or times, or payable upon the happening of a specified event or events,

whether secured by mortgage, pledge or otherwise, or unsecured for money borrowed or in payment for property purchased or acquired, or any other lawful objects;

14. In any manner to acquire, enjoy, utilize and to dispose of patents, copyrights and trademarks and any licenses or other rights or interest therein or thereunder;

15. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations organized under the laws of the State of Florida or any other state or government, and while the owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote thereon;

16. To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock except from the surplus of its assets over its liabilities including capital; and provided, further, that shares of its own capital stock belonging to it shall not be voted upon, directly or indirectly, nor counted as outstanding for the purpose of any stockholders' quorum or vote;

17. To conduct business, have one or more offices, and hold, purchase, mortgage and convey real and personal property in this state and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia, and in foreign countries;

18. To do all and everything necessary and proper for the accomplishment of the objects enumerated in this Certificate of Incorporation or any amendment thereto or necessary or incidental to the protection and benefit of this corporation, and in general, to carry on any lawful business necessary or incidental to the attainment of the objects of this corporation,

whether or not such business is similar in nature to the objects set out in this Certificate of Incorporation or any amendment thereto, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

#### ARTICLE IV

The total number of shares of stock which the corporation shall be authorized to issue and have outstanding at any one time shall be limited to One Hundred Thousand (100,000) shares of Common Stock having a par value of One and 00/100 Dollars (\$1.00) per share. Each share of Common Stock shall be subject to such regulations and restrictions on alienation and transfer by the holders thereof as may be set forth in the By-Laws of the corporation.

The amount of capital with which the corporation will begin business shall not be less than Forty Thousand and 00/100 Dollars (\$40,000.00).

Every holder of the Common Stock shall share equal and full rights of every kind and shall be entitled to one vote for each share of Common Stock standing in his name on the books of the corporation. The holders of the Common Stock shall have the right to elect the total number of directors and from time to time to remove any and all directors with or without cause.

#### ARTICLE V

The By-Laws of the corporation shall be and continue to be its By-Laws until they shall be altered, amended or repealed as therein provided.



**ARTICLE VI**

The corporation shall have not less than three (3) and not more than fifteen (15) directors.

The following persons are the directors of Black, Crow and Eidsness:

Spencer H. Hellekson, Jr.	601 Old Kennett Road Wilmington, Delaware 19807
Robert E. Whitney	4011 Heather Drive Greenville Manor Wilmington, Delaware 19807
William B. Crow	P. O. Box 1329 Gainesville, Florida 32601
Charles A. Black	P. O. Box 1329 Gainesville, Florida 32601
Fred A. Eidsness	P. O. Box 1329 Gainesville, Florida 32601
J. I. García-Bengochea	P. O. Box 1329 Gainesville, Florida 32601
James B. Goodson, Jr.	P. O. Box 1329 Gainesville, Florida 32601
Charles E. Griffin	511 Oak Avenue Clearwater, Florida 33516

and shall be and continue to be the directors of the corporation and shall hold office until their respective successors are elected or appointed in the manner provided by the By-Laws of the corporation.

**ARTICLE VII**

The following persons shall be the officers of the corporation and shall be and continue to be the officers of the corporation subject to the provisions of the By-Laws until their respective successors are elected or appointed in the manner provided by the By-Laws:

Spencer H. Hellekson, Jr.	Chairman of the Board
William B. Crow	President
Robert E. Whitney	Executive Vice President
Charles A. Black	Senior Vice President

<b>Fred A. Eidsness</b>	<b>Senior Vice President</b>
<b>J. I. Garcia-Bengochea</b>	<b>Vice President</b>
<b>Charles E. Griffin</b>	<b>Vice President</b>
<b>James B. Goodson, Jr.</b>	<b>Vice President</b>
<b>Robert V. Auger</b>	<b>Treasurer</b>
<b>Mrs. Bernice Whiteman</b>	<b>Secretary and Assistant Treasurer</b>

#### ARTICLE VIII

Subject to the approval by a majority of the stockholders the corporation shall adopt By-Laws providing for the management of the business and conduct of the affairs of the corporation and to define and regulate the powers of the corporation, the directors and stockholders. Any amendments, additions or modifications to such By-Laws are ineffective unless approved by a majority vote of the stockholders.

In furtherance, and not in limitation of the powers conferred by such By-Laws and by statute, the Chairman of the Board is expressly authorized to fix the amount to be reserved as working capital over and above its capital stock paid in and to authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation.

No contract or other transaction between the corporation and any other corporation, whether or not a majority of the shares of any class of the capital stock of the corporation is owned by such other corporation, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in, or is a director or officer or are directors or officers of, such other corporation, and any director or directors, individually or jointly may be a party to or may be interested in any contract or transaction of this corporation or in which the corporation is interested; and no contract, act or transaction of the corporation with any person or persons, firms or corporations, shall be

affected or invalidated by the fact that any director or directors of the corporation is a party, or are parties, to, or interested in, such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm or corporation in which he may be in anywise interested, provided that his interest shall be disclosed or shall have been made known to every member of the Board of Directors prior to the transaction. Any contract, transaction or act of the corporation or of the Board of Directors or of any committee thereof, or of any officer of the corporation, which shall be ratified at any annual meeting of stockholders, or at any special meeting thereof called for such purpose, by the holders of a majority of the outstanding stock entitled to vote thereon, shall be as valid and binding as though ratified by every stockholder of the corporation.

This corporation may in its By-Laws confer powers upon its directors in addition to but not inconsistent with the foregoing and in addition to the powers and authorities expressly conferred upon them by the statute.


#### ARTICLE IX

Both stockholders and directors' meetings may be held within or without the State of Florida, and the books of this corporation (subject to the provisions of statute) may be kept outside of the State of Florida in such places and at such times as may be determined by the Chairman of the Board.

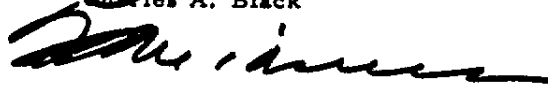
ARTICLE X

This corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute.

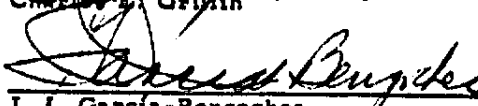
WITNESS our hands and seals this 13th day of February, 1970.

  
\_\_\_\_\_  
William B. Crow (SEAL)

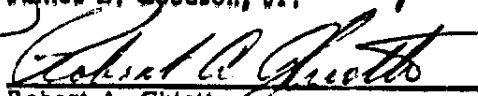
  
\_\_\_\_\_  
Charles A. Black (SEAL)


  
\_\_\_\_\_  
F. A. Ehisness (SEAL)

  
\_\_\_\_\_  
Charles E. Griffin (SEAL)

  
\_\_\_\_\_  
J. I. Garcia-Bengochea (SEAL)

  
\_\_\_\_\_  
James B. Goodson, Jr. (SEAL)

  
\_\_\_\_\_  
Robert A. Ghiotto (SEAL)

  
\_\_\_\_\_  
Carlton S. Wilder (SEAL)

I, BERNICE G. WHITEMAN, Secretary of Black, Crow and Eidsness, Inc., do hereby certify that William B. Crow, Charles A. Black, F. A. Eidsness, Charles E. Griffin, J. I. Garcia-Bengochea, James B. Goodson, Jr., Robert A. Ghiotto, and Carlton S. Wilder constitute all of the stockholders and directors of Black, Crow and Eidsness, Inc.

IN WITNESS WHEREOF, I have hereunto set my hand and the seal of Black, Crow and Eidsness, Inc., on this the 13th day of February, 1970.

(Corporate Seal)

Bernice G. Whiteman  
Bernice G. Whiteman  
Secretary of Black, Crow & Eidsness, Inc.

STATE OF FLORIDA     )  
COUNTY OF ALACHUA    )

Personally appeared before me, the undersigned authority, WILLIAM B. CROW, CHARLES A. BLACK, F. A. EIDSNESS, CHARLES E. GRIFFIN, J. I. GARCIA-BENGOCHEA, JAMES B. GOODSON, JR., ROBERT A. GHIOTTO, and CARLTON S. WILDER, being to me well known and who acknowledged before me that they signed and acknowledged the foregoing instrument for the uses and purposes therein expressed.

WITNESS my hand and official seal at Gainesville, Alachua County, Florida, this 13th day of February, 1970.

Frances Foley  
Notary Public, State of Florida at Large  
My Commission expires: Sept. 13, 1971