

Division of Corporations

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**SECOND AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF A. DUDA & SONS, INC.**

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

**ARTICLE I - NAME OF CORPORATION**

The name of this Corporation shall be A. DUDA & SONS, INC.

**ARTICLE II - TERM OF EXISTENCE**

This Corporation shall exist perpetually.

**ARTICLE III - GENERAL PURPOSE**

The general purposes for which this Corporation is organized shall be to manufacture, construct, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, and deal in and with products, goods, wares, merchandise, real and personal property and services of every kind, class and description.

It is intended that this Corporation is organized for and may conduct and transact any or all lawful business authorized and not prohibited by Chapter 607, Florida Statutes, as the same may be from time to time amended; provided, however, and notwithstanding the generality of the foregoing, this Corporation is not to conduct a banking, safe deposit, trust, insurance, surety, express, building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition business.

**ARTICLE IV - CAPITAL STOCK**

Section 1. The aggregate number of shares of capital stock which the Corporation shall have the authority to issue shall be FIFTY THOUSAND (50,000); FIVE THOUSAND (5,000) shares having a par value of ONE DOLLAR (\$1.00) per share shall be shares of Voting Common Stock; and FORTY-FIVE THOUSAND (45,000) shares having a par value of ONE DOLLAR (\$1.00) per share shall be Non-Voting Common Stock.

Section 2. The terms and distinguishing characteristics of the Non-Voting Common Stock and the Voting Common Stock are as follows:

- (a) Voting Rights. The holders of the Voting Common Stock shall be entitled to one vote per share on all matters.

Except as hereinafter specifically provided, or by statute indefeasibly vested, the holders of Non-Voting Common Stock shall have no right to vote on any matter whatsoever.

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Unless with the affirmative vote of the holders of at least a majority of the Voting Common Stock and the holders of at least a majority of the Non-Voting Common Stock, the terms and distinguishing characteristics of either of said classes of shares shall not be changed and neither class shall be subdivided or reclassified.

- (b) Dividends. The Voting Common Stock and Non-Voting Common Stock shall participate equally per share in all dividends; provided, however, that during any period when any Non-Voting Common Stock is issued and outstanding, Common Stock dividends on the Voting Common Stock shall be payable only in shares of that class, and Common Stock dividends on the Non-Voting Common Stock shall be payable only in shares of that class, and the Corporation shall not declare a stock dividend on the shares of either class without, at the same time, declaring a stock dividend at the same rate per share on the shares of the other class.
- (c) Sale of Additional Common Stock. The Corporation shall not issue, or agree to issue, for cash, any additional shares of Voting Common Stock to any holder or holders of the then outstanding Voting Common Stock unless at the same time the Corporation shall offer to the holders of the then outstanding Non-Voting Common Stock, at a price per share and on terms and conditions identical with the price, terms and conditions applying to such additional Voting Common Stock, an aggregate number of shares of Non-Voting Common Stock then outstanding as the total number of such additional shares of Voting Common Stock bears to the number of shares of Voting Common Stock then outstanding.
- (d) Distributions in Liquidation. The Voting Common Stock and Non-Voting Common Stock shall participate equally per share in all distributions of assets of the Corporation upon voluntary or involuntary liquidation.

#### **ARTICLE V - REGISTERED OFFICE, AND REGISTERED AGENT**

The present street address of the registered office of this Corporation in the State of Florida is 1200 Duda Trail, Oviedo, Florida 32765. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the present registered agent of this Corporation at that address is TRACY DUDA CHAPMAN. The Board of Directors may from time to time designate a new registered agent.

#### **ARTICLE VI - BOARD OF DIRECTORS**

This Corporation shall have not less than three (3) nor more than fifteen (15) Directors.

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**ARTICLE VII - AMENDMENT TO ARTICLES**

This Corporation reserves the right to amend or repeal any provisions contained in these Second Amended and Restated Articles of Incorporation, or any amendment hereto and any right conferred upon the shareholders is subject to this reservation.

**ARTICLE VIII - INDEMNIFICATION**

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

**ARTICLE IX - CUMULATIVE VOTING NOT APPLICABLE**

In the election of Directors of this Corporation, the principle of cumulative voting shall not apply.

**ARTICLE X - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash or other consideration of any stock of this Corporation of the same kind, class or series as that which such shareholder already holds, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others. Preemptive rights shall apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares. These preemptive rights shall apply to any corporate obligation which is convertible to or exchangeable for any stock of the Corporation or where there is attached to said obligation any stock warrants or rights which allow the holder to acquire by subscription or purchase any stock of the Corporation.

**ARTICLE XI - PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office of this Corporation is located at 1200 Duda Trail, Oviedo, Florida 32765. The mailing address of the Corporation is P.O. Box 620257, Oviedo, Florida 32762-0257.

The foregoing Second Amended and Restated Articles of Incorporation restate and integrate and amend in accordance with Section 607.1007, Florida Statutes, the provisions of the Corporation's Articles of Incorporation as theretofore amended and there is no discrepancy between those provisions and the provisions of the Second Amended and Restated Articles of Incorporation except for such authorized amendments.

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IN WITNESS WHEREOF, DAVID J. DUDA, President, and ANN M. GAINNEY, Secretary of A. DUDA & SONS, INC., acting for and on behalf of said Corporation, have hereunto subscribed their names and caused the seal of said Corporation to be hereunto affixed this 13<sup>th</sup> day of February, 2017.

A. DUDA &amp; SONS, INC.

By: 

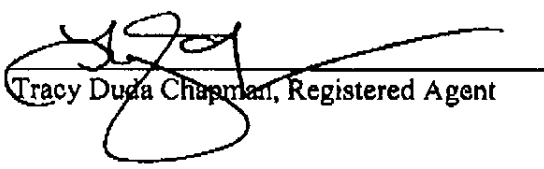
David J. Duda, President

By: 

Ann M. Gainey, Secretary

## 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: February 13, 2017  
Tracy Duda Chapman, Registered Agent

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**OFFICER'S CERTIFICATE TO ACCOMPANY  
AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
A. DUDA & SONS, INC.**

I, DAVID J. DUDA, being the duly elected, qualified and acting President of A. DUDA & SONS, INC., a Florida corporation (the "Corporation"), hereby certify that the Second 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, (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, 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 13th day of February, 2017.

  
\_\_\_\_\_  
David J. Duda, President

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