

# 176707

Rogers, Towers, Et al - Mary Rose  
Requestor's Name

106 S. Monroe Street  
Address

Tallahassee, FL 32301 222-7200  
City/State/Zip Phone #

300003397773--4  
-09/19/00--01005--026  
\*\*\*\*\*52.50 \*\*\*\*\*52.50

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. The Crom Corporation # 176707  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

00 SEP 19 PM 2:00  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

☒ Walk in

☐ Mail out

☒ Pick up time

☐ Will wait

☐ Photocopy

☒ Certified Copy of Articles w/amendments  
☒ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

and a filed, stamped  
copy also.

Thank you

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Q. COULLETTE SEP 19 2000

00 SEP 19 AM 10:47  
RECEIVED

**CERTIFICATE OF THE SECRETARY  
OF  
THE CROM CORPORATION**

I, James A. Neff, hereby certify that I am the duly elected, qualified and acting Secretary of THE CROM CORPORATION, a Florida corporation (the "**Company**"), and that:

1. This certificate is being delivered pursuant to Section 607.1006 of the Florida Business Corporations Act.
2. Attached hereto is a true and correct copy of the Amended and Restated Articles of Incorporation of the Company adopted as of September 15, 2000 as set forth below (the "**Amended Articles**").
3. The Amended Articles were duly adopted by the board of directors of the Company on September 15, 2000, by unanimous written consent of the directors.
4. The Amended Articles were duly adopted by the shareholders of the Company on September 15, 2000, by unanimous written consent of the shareholders. The number of votes cast for the Amended Articles by the shareholders was sufficient for approval, and there were no separate voting groups entitled to vote on the Amended Articles.
5. The Amended Articles provide for (i) an increase in the authorized stock of the Company from 10,000 shares to 1,000,000 shares; (ii) a split in the common stock of the Company of 100 shares for each share outstanding prior to such split and (iii) a reduction in par value from \$1.00 per share to \$.01 per share. The foregoing will be accomplished by simultaneously canceling all shares outstanding prior to the adoption of the Amended Articles and issuing new share certificates to each shareholder of such outstanding shares representing 100 shares for each one share held prior to the adoption of the Amended Articles. Each new share certificate will reflect a par value of \$.01.

IN WITNESS WHEREOF, I have executed this certificate in the name and on behalf of the Company on September 15, 2000.

THE CROM CORPORATION

By: 

Name: James A. Neff

Title: Secretary

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 SEP 19 PM 2:00

FILED

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
THE CROM CORPORATION

ARTICLE I  
NAME

The name of the Corporation is The Crom Corporation.

ARTICLE II  
ADDRESS

The address of the principal office of the corporation is <sup>250</sup>~~255~~ S.W. 36th  
Terrace, Gainesville, Florida 32607.

ARTICLE III  
DURATION

The corporation will exist perpetually until dissolved according to law.

ARTICLE IV  
PURPOSES

The nature of the business of the Corporation and its purpose is to engage  
in any lawful act or activity for which corporations may be organized under the Florida  
Business Corporation Act.

ARTICLE V  
AUTHORIZED CAPITAL

The total number of shares of stock which the corporation will have  
authority to issue is 1,000,000 shares of Common Stock, par value \$0.01 per share.

## ARTICLE VI INDEMNIFICATION

No director of the Corporation shall be liable to the Corporation or its shareholders for monetary damages for breach of his or her fiduciary duty as a director, provided that nothing contained in this Article shall eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, (iii) under Section 607.0834 of the Florida Business Corporation Act or (iv) for any transaction from which the director derived an improper personal benefit. The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the fullest extent permissible under the current or amended Florida Business Corporation Act.

## ARTICLE VII AMENDMENT

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the laws of the State of Florida, and all rights herein conferred upon shareholders or directors are granted subject to this reservation.