

11/8/2019

12122023573 From: Kimberly Laughrey

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
 FLORIDA PEST CONTROL & CHEMICAL CO.**

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
FLORIDA PEST CONTROL & CHEMICAL CO.**

**Dated November 8, 2019**

FILED  
NOV - 8 AM 9:45  
CLERK OF COURT  
STATE OF FLORIDA

Pursuant to and in accordance with Section 607.1007 of the Florida Business Corporation Act (the "Act"), Florida Pest Control & Chemical Co., a Florida corporation (the "Corporation"), does hereby certify, for the purpose of filing these Amended and Restated Articles of Incorporation of the Corporation (these "Amended and Restated Articles of Incorporation") with the Department of State of the State of Florida (the "Department of State"), that:

1. The name of the Corporation is Florida Pest Control & Chemical Co.
2. The Articles of Incorporation of the Corporation were originally filed with the Department of State on September 11, 1957 under Document Number 205819, and subsequently amended by the Amendment to Articles of Incorporation of the Corporation, filed with the Department of State on October 1, 1982 and the Amendment to Articles of Incorporation of the Corporation, filed with the Department of State on December 26, 1991 (as so amended, the "Articles").
3. These Amended and Restated Articles of Incorporation have been duly adopted and approved by the sole shareholder of the Corporation by written consent dated October 28, 2019, in accordance with the applicable provisions of the Act. The number of votes cast for the amendment and restatement was sufficient for approval.
4. The Corporation's Articles are hereby amended and restated in their entirety as follows:

**ARTICLE 1  
NAME**

The name of the Corporation is Florida Pest Control & Chemical Co. (the "Corporation").

**ARTICLE 2  
DURATION AND EXISTENCE**

The Corporation shall exist perpetually.

**ARTICLE 3  
PURPOSE**

The purpose of this Corporation shall be to engage in any lawful act or activity for which corporations may be organized and incorporated under the Act.

**ARTICLE 4**  
**PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 116 NW 16th Avenue, Gainesville, FL 32601.

**ARTICLE 5**  
**CAPITAL STOCK**

The maximum number of shares of stock which this Corporation shall be authorized to issue and have outstanding at any one time is Twenty Thousand (20,000) shares of common stock, consisting of (i) 10,000 shares of voting common stock, having a par value of ten dollars (\$10.00) per share and (ii) 10,000 shares of non-voting common stock, having a par value of ten dollars (\$10.00) per share. The voting common stock shall have unlimited voting rights and, together with the non-voting common stock, shall be entitled to receive the net assets of the Corporation upon dissolution.

**ARTICLE 6**  
**REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Corporation is 1200 South Pine Island Road, Plantation, FL 33324, and the name of the registered agent of the Corporation at that address is C T Corporation System.

**ARTICLE 7**  
**DIRECTORS**

The board of directors of the Corporation (the "**Board of Directors**") shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws, who will serve as the Corporation's director until successors are duly elected and qualified.

**ARTICLE 9**  
**INDEMNIFICATION**

A director or officer of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director or officer, except for liability (i) for any breach of the director's or officer'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 law, (iii) under Section 607.0834 of the Act, as the same exists or hereafter may be amended, (iv) for violation of a criminal law, unless the director or officer had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful or (v) for any transaction from which the director or officer derived an improper personal benefit.

If the Act hereafter is amended to authorize the further elimination or limitation of the liability of directors and officers, then the liability of the Corporation's directors and officers shall be eliminated or limited to the fullest extent authorized by the Act, as amended.

Expenses (including attorneys' fees) incurred by an officer or director in defending any civil, criminal, administrative or investigative proceeding shall be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as authorized in this section. Such expenses (including attorneys' fees) incurred by other employees and agents shall also be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate.

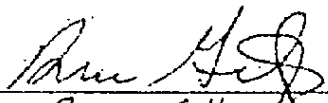
#### **ARTICLE 10 AMENDMENT**

The Corporation reserves the right to amend or repeal any provision contained in these Amended and Restated 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.

*[Signature Page Follows]*

**IN WITNESS WHEREOF**, the undersigned have executed these Articles as of the date first set forth above.

**FLORIDA PEST CONTROL & CHEMICAL  
CO.**

By:   
Name: Bruce Gelting  
Title: Secretary

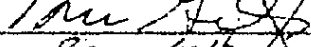
*Signature Page to Amended & Restated Articles of Incorporation*

**CERTIFICATE  
REGARDING  
AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
FLORIDA PEST CONTROL & CHEMICAL CO.**

Florida Pest Control & Chemical Co., a Florida corporation (the "Corporation"), hereby certifies, pursuant to and in accordance with Section 607.1007 of the Florida Business Corporation Act for the purpose of filing its Amended and Restated Articles of Incorporation with the Department of State of the State of Florida, that the Corporation's Amended and Restated Articles of Incorporation were adopted and approved on October 28, 2019 by written consent of the sole shareholder of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of November 8, 2019.

**FLORIDA PEST CONTROL & CHEMICAL  
CO.**

By:   
Name: Bruce Gelting  
Title: Secretary