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name change:

Amendment

Filed 9-12-59

8 pgs.

B 17838 - c

SECURITY SERVICES CORP.

Amend ARTICLE I chang corp
name to THE WACKENHUT CORPO-
RATION; amend ARTICLE II,
nature of business; amend
ARTICLE III inc cap to
100,000 shs @ \$1.00; amend
ARTICLES IV, prin place of
bus, and ARTICLE X, powers;
amend by add ARTICLE XI,
powers of directors, &

ARTICLE XII, pre-emptive rights.

FILED IN OFFICE OF SECRETARY
OF STATE, STATE OF FLORIDA,
by MRC on Sept. 12, 1959

R. A. GRAY
SECRETARY OF STATE

LAW OFFICES OF
SMATHERS, THOMPSON & DYER

ALFRED I DUPONT BUILDING
MIAMI 32, FLORIDA

September 10, 1959

JOHN G. THOMPSON
GEORGE A. SMATHERS
DAVID W. DYER
GEORGE F. MEISTER
E. S. QUICK
DAVID S. BATCHELLER
EARL D. WALDIN, JR.
HERVEY YANCEY
CROWWELL A. ANDERSON
L. S. BONSTEEL
JOHN A. FITZSIMMONS
SAMUEL A. BROONAX, JR.
JAMES L. ARMSTRONG III

FRANK SMATHERS
OF COUNSEL
GEO. M. THOMPSON
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
SEP 12 1 32 AM '59
CABLE ADDRESS
"STAND"

Honorable R. A. Gray
Secretary of State
Tallahassee, Florida

Re: The Wackenhut Corporation

Dear Sir:

Enclosed is original and one copy of Amendments to the Articles of Incorporation of Security Services Corporation, together with that corporation's check in the amount of \$198.00 in payment of additional capital stock tax, \$190.00; filing fee, \$5.00 and certified copy \$3.00.

Very truly yours,

SMATHERS, THOMPSON & DYER

John A. Fitzsimmons

JAF/kh
Enclosures

C. TAX	190.00
FILING	10.00
R. AGENT FEE	2.00
C. COPY	3.00
TOTAL	205.00
N. FANK	198.00
BALANCE DUE	7.00
REFUND	

Due

AMENDMENTS
TO THE ARTICLES OF INCORPORATION
OF
SECURITY SERVICES CORP.

RECEIVED
SEP 12 11 22 AM '59
RECORDS SECTION
FEDERAL BUREAU OF INVESTIGATION
U.S. DEPARTMENT OF JUSTICE

We, the undersigned, constituting the sole stockholders and members of the Board of Directors of SECURITY SERVICES CORP., a Florida corporation, do hereby manifest our intention that the Articles of Incorporation of SECURITY SERVICES CORP. shall be amended and changed in the following respects:

Article I shall be amended and changed to read as follows:

ARTICLE I.

The name of this corporation shall be

THE WACKENHUT CORPORATION

Article II shall be amended and changed to read as follows:

ARTICLE II.

The purpose for which the corporation is formed and the principal objects or business to be carried on by it are as follows:

(a) To contract for and provide uniformed or un-uniformed personnel, security plans, safety surveys and systems for the safety, security control and protection of business, industrial and governmental firms, corporations and agencies.

(b) To engage in and carry on the business of manufacturing and producing, buying, selling or otherwise dealing in or with goods, wares and merchandise of every kind and description and to acquire, own, use, sell and convey, mortgage or otherwise encumber any real estate or personal property in whole or in part and in any manner whatever to acquire, own, dispose of, franchises, licenses, options or rights in any real estate or personal property or other property interests.

(c) To engage in and carry on a general brokerage commission, forwarding and exporting and importing business and to act as factors, agents, commission merchants and dealers in the buying, selling or dealing in of goods, wares and merchandise of all kinds and descriptions.

(d) To engage in and carry on any other lawful business which may conveniently be conducted with any of the enumerated business purposes of the corporation including all things necessary for, incidental or convenient thereto, however this corporation shall not, nor shall any of the foregoing specifically enumerated purposes be construed to authorize the corporation to engage in the conduct of the business commonly known as that of a private detective.

Article III shall be amended and changed to read as follows:

ARTICLE III.

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Hundred Thousand (100,000) shares with a nominal or par value of One (\$1.00) Dollar per share.

Article IV shall be amended and changed to read as follows:

ARTICLE IV.

The principal place of business of this corporation shall be in Miami, Dade County, Florida, with its post office address at 811 Ainsley Building, Miami 32, Florida. The said corporation shall have full power and authority to transact business and to establish offices and agencies at such other places, both within the State of Florida and in foreign countries, as its Board of Directors may authorize.

Article X shall be eliminated, and in its place there shall be a new Article X which shall read as follows:

ARTICLE X.

This corporation shall have the following powers:

(a) To acquire all or any part of the good will, rights, property and business of any person, firm, association or corporation heretofore or hereafter engaged in any business similar to any business which the corporation has the power to conduct, and to hold, utilize, enjoy and in any and all manner dispose of the whole or any part of the rights, property and business so acquired, and to assume in connection therewith any liabilities of any person, firm, association or corporation.

(b) To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trademarks, trade names, rights, processes, formulas and the like, which may seem capable of being used for any of the purposes of the corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account the same.

(c) To carry out all or any part of the aforesaid objects and purposes, and to conduct its business in all or any part of its branches, in any or all states, territories, districts and possessions of the United States of America and in foreign countries; and to maintain offices and agencies in any or all states, territories, districts and possessions of the United States of America and in foreign countries.

(d) The corporation shall be authorized to exercise and enjoy all of the powers, rights and

privileges granted to or conferred upon corporations organized under the laws of the State of Florida now or hereafter in force, and the enumeration of any powers shall not be deemed to exclude any powers, rights or privileges so granted or conferred.

There shall be added thereto an Article known as Article XI, which shall read as follows:

ARTICLE XI.

The Board of Directors, by the affirmative vote of a majority of the Directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all Directors for services to the corporation as directors, officers or otherwise.

The authority vested in the Board of Directors by this Article XI shall include, in addition to the authority to establish salaries, the authority to establish the payment of bonuses, stock options and pension and profit-sharing plans.

There shall be added thereto an Article known as Article XII, which shall read as follows:

ARTICLE XII.

No holder of any of the shares of the capital stock of the corporation shall be entitled as of right to purchase or to subscribe for any unissued stock of any class, or any additional shares of any class, to be issued by reason of any increase of the authorized capital stock of the corporation of any class, or bonds, certificates of indebtedness, debentures, or other securities convertible

into stock of the corporation or carrying any right to purchase stock of any class, but any such unissued stock, or such additional authorized issue of any stock, or of other securities convertible into stock or carrying any right to purchase stock, may be issued and disposed of, pursuant to resolutions of the Board of Directors, to such persons, firms, corporation or associations and upon such terms as may be deemed advisable by the Board of Directors in the exercise of its discretion.

Dated this 17th day of September, A. D. 1959.

G. R. Wackenhut
G. R. Wackenhut
Ruth J. Wackenhut
Ruth J. Wackenhut
Sole Stockholders of
Security Services Corp.

G. R. Wackenhut
G. R. Wackenhut
John S. Ammarell, Jr.
John S. Ammarell, Jr.
E. J. Charters
E. J. Charters
Sole Members of
Board of Directors of
Security Services Corp.

I, RUTH J. WACKENHUT, do hereby certify that the above and foregoing persons constitute the sole stockholders and sole members of the Board of Directors of SECURITY SERVICES CORP.

Ruth J. Wackenhut
Ruth J. Wackenhut, Secretary

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