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Restated Articles

Filed 8-22-80

12 pgs.

# 217838 WACKENHUT

SECURITY SYSTEMS AND SERVICES THROUGHOUT THE WORLD

EXECUTIVE OFFICES  
THE WACKENHUT CORPORATION  
3280 PONCE DE LEON BLVD.  
CORAL GABLES, FLORIDA 33134

August 7, 1980

9418 9767 80 1451 7838  
005 24 15.00 DS

The Honorable George Firestone  
Secretary of State  
State of Florida  
Division of Corporations  
The Capitol  
Tallahassee, Florida 32301

ATTN: D.W. McKinnon, Director  
Division of Corporations

Dear Mr. Secretary:

Enclosed is The Wackenhut Corporation's check #304989 dated July 21, 1980 in the amount of \$15.00 payable to the Secretary of State, State of Florida, and a Composite Certificate of Incorporation of the Articles of Incorporation of The Wackenhut Corporation which I wish to have filed in the Office of the Secretary of State so that in the future when The Wackenhut Corporation is required to send the other states a certificate copy of its Articles of Incorporation, we can forward to you a copy of the enclosed documents and request that it be certified in order to avoid having the original Articles of Incorporation amended. In this way, we will have the simple documents be certified.

I am attaching a certificate by George Wackenhut, attested to by me as Assistant Secretary, certifying that the Articles of Incorporation are a true and correct copy of the original Articles of Incorporation of The Wackenhut Corporation as amended from time to time through May 15, 1974.

If you have any problems with this matter, please call me.

Sincerely yours

*James E. Hastings*  
James E. Hastings  
Vice President &  
General Counsel

## CHARTER TAX STATE

C. TAX \_\_\_\_\_  
FILING 15.00  
R. AGENT FEE \_\_\_\_\_  
C. COPY \_\_\_\_\_  
TOTAL 15.00  
N. BANK \_\_\_\_\_  
BALANCE DUE \_\_\_\_\_  
REFUND \_\_\_\_\_

FILED

AUG 22 10 09 AM '80

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Enclosures

*EAD*



## Secretary of State

STATE OF FLORIDA  
THE CAPITOL  
TALLAHASSEE 32304

August 22, 1980

GEORGE FIRESTONE  
SECRETARY OF STATE

D. W. McANNON, Director  
DIVISION OF CORPORATIONS

Mr. James E. Hastings  
THE WACKENHUT CORPORATION  
3280 Ponce De Leon Blvd.  
Coral Gables, Fla. 33134

SUBJECT: THE WACKENHUT CORPORATION

DOCUMENT NUMBER: 217838

This will acknowledge receipt of the following:

1. XX Check(s) totalling \$15.00
2. XX Articles of Incorporation filed Composite - August 22, 1980
3. \_\_\_\_\_ Amendments to Articles of Incorporation filed
4. \_\_\_\_\_ Articles of Merger or Consolidation filed
5. \_\_\_\_\_ Certificate of Withdrawal filed
6. \_\_\_\_\_ Limited Partnership filed
7. \_\_\_\_\_ Limited Partnership Annual Report filed
8. \_\_\_\_\_ Trademark Application filed
9. \_\_\_\_\_ Application for qualification filed. \_\_\_\_\_ It is no longer required to issue a permit. A certificate under seal to this effect may be obtained for \$5.
10. \_\_\_\_\_ Reinstatement filed
11. \_\_\_\_\_ Articles of Dissolution filed
12. \_\_\_\_\_ OTHER: \_\_\_\_\_ Thank You.

### ENCLOSED:

1. \_\_\_\_\_ Certified Copy(ies).
2. \_\_\_\_\_ Certificate(s) Under Seal.
3. \_\_\_\_\_ Photocopy(ies).
4. \_\_\_\_\_ OTHER: \_\_\_\_\_

FLORIDA — STATE OF THE ARTS

# WACKENHUT

SECURITY SYSTEMS AND SERVICES THROUGHOUT THE WORLD

## EXECUTIVE OFFICES

THE WACKENHUT CORPORATION  
3290 PONCE DE LEON BLVD.  
CORAL GABLES, FLORIDA 33134

(305) 445-1481

July 23, 1980

## PERSONAL & CONFIDENTIAL

Honorable George Firestone  
Secretary of State  
State of Florida  
The Capitol  
Tallahassee, Florida 32304

Attn: Louise Fleming  
Division of Domestic Corporations

Dear Secretary Firestone:

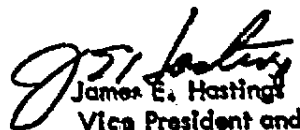
I have located in my records a certificate dated May 9, 1980, certifying that the attached Composite of Certificate of Incorporation of The Wackenhut Corporation is a true and correct copy of the Articles of Incorporation of The Wackenhut Corporation, a corporation organized under the laws of the State of Florida, incorporated on December 4, 1958 as shown by records of this office. A copy of these records is attached hereto.

I am enclosing therefore one copy and our check No. 304989, dated July 21, 1980 payable to the Secretary of State for a certified copy of the Composite Articles which are on file.

A letter from Nanette L. James, Assistant Supervisor, Division of Corporations, returned to me a Composite Certificate of Incorporation by letter dated July 16, 1980, but did not return The Wackenhut Corporation's check No. 302177, dated June 24, 1980 in the amount of \$15.00 payable to the Secretary of State, State of Florida. Would you please return this check to my attention.

Enclosed also is a copy of the Certificate of the Secretary of State dated May 9, 1980 and the Composite Articles which are certified thereby.

Very truly yours,

  
James E. Hastings  
Vice President and  
General Counsel

JEH:md  
Enclosures



FLORIDA DEPARTMENT OF STATE

George Firestony  
Secretary of State  
Ron Levitt  
Assistant Secretary of State

DIVISION OF CORPORATIONS  
The Capitol  
Tallahassee, Florida 32301

July 31, 1980

THE WACKENHUT CORPORATION  
3280 Ponce De Leon Blvd.  
Coral Gables, FL 33134

Attn: James E. Hastings

Division of Corporations  
Charter Section  
Telephone: 904/488-9020

SUBJECT: THE WACKENHUT CORPORATION

RETURNED XX : PENDING \_\_\_\_\_ : CHECK RETURNED \$15.

AMENDMENT \_\_\_\_\_ : DISSOLUTION \_\_\_\_\_ : MERGER \_\_\_\_\_

1. \_\_\_\_\_ The new corporate name is not available.
2. XX Balance Due: \$15. Filing Fee \$15. Certified copy (optional)
3. \_\_\_\_\_ The president or vice president and secretary or assistant secretary must sign the document.
4. \_\_\_\_\_ Either the president or secretary's signature must be acknowledged (notarized).
5. \_\_\_\_\_ A list of officers and directors with addresses must be included.
6. \_\_\_\_\_ Notary public's acknowledgment is incomplete.
7. \_\_\_\_\_ The date of adoption by the shareholders must be included.
8. \_\_\_\_\_ The effective date cannot be prior to the date filed in this office unless it clearly states "for accounting purposes only."
9. \_\_\_\_\_ The attached corporation report must be completed and returned.
10. \_\_\_\_\_ The document must include a statement that all debts, obligations and liabilities of the corporation have been paid or discharged.
11. \_\_\_\_\_ The document must include a statement that all remaining property and assets of the corporation have been distributed among its shareholders or that no property remained for distribution.
12. \_\_\_\_\_ The documents must include a statement that there are no actions pending against the corporation in any court.
13. \_\_\_\_\_ A copy of the written consent of all shareholders must be submitted together with a statement that all shareholders have signed the consent to dissolve.
14. \_\_\_\_\_ The above corporation has been dissolved for failing to file annual reports.
15. \_\_\_\_\_ If you wish to voluntarily dissolve the corporation, you must reinstate and then file your dissolution. See attached for instructions.
16. \_\_\_\_\_ To expedite processing, please return the reinstatement together with the amendment or dissolution to the attention of the Charter Section.
17. XX You must file an amendment pursuant to Chapter 607.137, Florida Statutes.

FLORIDA State of the Arts

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COMPOSITE  
CERTIFICATE OF INCORPORATION  
OF  
THE WACKENHUT CORPORATION

FILED  
Aug 22 10 07 AM '80  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:

THE WACKENHUT CORPORATION

ARTICLE II

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

(a) To contract for and provide any of the functions or services of a private investigative agency, uniformed or ununiformed personnel, management consultation, advice, plans, surveys and systems for the safety, security control, protection and efficiency of persons, business, industrial and governmental firms 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 conduct and engage in any business, occupation or enterprise and to exercise any power or authority which may be done by a private corporation organized

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and existing under and by virtue of Chapter 608, Florida Statute, it being the intention that this corporation may conduct and transact any business lawfully authorized and not prohibited by said Chapter 608, Florida Statutes.

### ARTICLE III

The maximum amount of capital stock this Corporation shall be authorized to issue shall be 8,500,000 shares of Common Stock of the par value of Ten Cents (10¢) per share and 1,500,000 shares of Class B Stock of the par value of Ten Cents (10¢) per share, all of which shares of all classes shall be issued only when fully paid and shall thereafter be non-assessable. Each share of Common Stock and of Class B Stock shall have without distinction or discrimination the same and equal rights, privileges, designations, restrictions, qualifications, limitations as to pre-emptive rights and otherwise, distributions in liquidations or dissolution, and all other distinguishing characteristics except that

- (1) Dividends in cash or property per share paid on Class B Stock shall be 1% of the dividends in cash or property per share paid on Common Stock, and dividends in cash or property may be declared on Class B Stock only simultaneously with declaration of dividends in cash or property on Common Stock; and
- (2) The Class B Stock, at the option of the respective holders thereof, shall be convertible share for share, at the times and to the extent provided below, into fully paid and non-assessable Common Stock upon surrender to the Corporation of the Certificates of Class B Stock so to be converted, duly assigned in blank:

To the extent of the following percentages  
(computed on a cumulative basis on the  
646,700 shares of Class B Stock to be  
issued pursuant to this amended Article III):

20% on or after May 1, 1967  
20% on or after May 1, 1968  
20% on or after May 1, 1969  
20% on or after May 1, 1970  
20% on or after May 1, 1971;

provided, however, no conversion shall be made during any period between the declaration of a dividend on the Common Stock and the record date for the payment thereof.

The shares of Class B Stock shall be divided into five series of 129,340 shares each, convertible, respectively, on or after the dates specified above, and designated, respectively, series of 1967, series of 1968, series of 1969, series of 1970 and series of 1971. Each Certificate representing Class B Stock shall indicate by endorsement thereon the conversion date of the shares evidenced thereby, and each Certificate for shares of Class B Stock issued pursuant to transfer shall be of the same series and shall be issued with an endorsement specifying the same conversion date as that endorsed on the Certificate or Certificates surrendered for cancellation.

Upon the conversion of any shares of Class B Stock into shares of Common Stock, the number of shares of Class B Stock which the Corporation is authorized to have outstanding shall be reduced by the number of shares of Class B Stock so converted, and no other shares of Class B Stock may be issued in lieu of such converted shares; and at such time as there are no outstanding shares of Class B Stock, the entire authorization for shares of Class B Stock shall thereupon be deemed terminated without the necessity of any amendment to this Article III.

Until such time as all of the Class B Stock shall have been converted pursuant to the foregoing,

- (a) No stock split or combination of shares or other change of Common Stock or Class B Stock into a different number of shares of the same or any other class of stock shall be made unless at the same time a stock split or combination of shares of change in shares, as the case may be, is made in the same precise ratable amount with respect to both the shares of Common Stock and the shares of each series of Class B Stock;
- (b) No dividend or distribution (other than dividends payable in cash or property pursuant to Clause (1) of this Article III) shall be declared or paid on the Common Stock or on the Class B Stock unless at the same time a dividend or distribution, as the case may be, is declared or paid in the same precise ratable amount upon both the shares of Common Stock and the shares of Class B Stock;
- (c) No dividend payable in Class B Stock shall be declared or paid on the Common Stock and no dividend payable in Common Stock shall be declared or paid on the Class B Stock; and
- (d) In the case of a Stock Dividend the various series of Class B Stock shall receive such dividend only in additional shares of the respective series.

Holders of Common Stock and Class B Stock shall have one vote per share it being specified that there shall be no distinction between said classes of stock as to voting power, except as aforesaid, and such holders shall vote as a single class except as otherwise required by law.

In the event of any liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the remaining assets of the Corporation shall be distributed among the holders of Common Stock and Class B Stock according to the number of shares held by each.

#### ARTICLE IV

The principal place of business of this corporation shall be at 3280 Ponce de Leon Boulevard, Coral Gables, Florida, or at such other place as may be designated by the Board of Directors from time to time. This corporation shall have full power and authority to transact business and to establish offices or agencies at such places as may be in the best interests of this corporation.



#### ARTICLE V

This corporation is to exist perpetually.

#### ARTICLE VI

The amount of capital with which this corporation will begin business is Five Hundred Dollars.

#### ARTICLE VII

The business of this corporation shall be conducted by a Board of Directors consisting of not less than three (3) nor more than nineteen (19) members, the exact number to be determined from time to time as provided in the by-laws of this Corporation.

The Board of Directors shall have sole authority to adopt or amend by-laws for the government of this corporation.

#### ARTICLE VIII

The names and post office addresses of the members of the first Board of Directors, the President, and the Secretary and the Treasurer are:

G. DAVID PARRISH	220 Security Trust Bldg. Miami, Florida	President and Director
JOHN T. WOITSEK	220 Security Trust Bldg. Miami, Florida	Secretary and Director
GENE ESSNER	220 Security Trust Bldg. Miami, Florida	Treasurer and Director

#### ARTICLE IX

The name and post office address of each subscriber of these Articles of Incorporation, the number of shares of stock each agrees to take and the value of the consideration therefor (the sum of which values is not less than the amount of capital specified in Article VI) are:

G. DAVID PARRISH	220 Security Trust Bldg. Miami, Florida	167 shares	\$167.00
JOHN T. WOITSEK	220 Security Trust Bldg. Miami, Florida	167 shares	\$167.00
GENE ESSNER	220 Security Trust Bldg. Miami, Florida	166 shares	\$166.00
			<hr/> \$500.00

#### ARTICLE X

The 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.

#### 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.

#### 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, whether presently or hereinafter authorized, and

also including, without limitation, bonds, certificates of indebtedness, debentures, or other securities convertible into stock of the corporation or carrying any right to purchase stock of any class. Such unissued stock, or additional authorized issue of any stock, or 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, corporations or associations and upon such terms as may be deemed advisable by the Board of Directors in the exercise of its discretion.

This corporation shall indemnify its directors and officers to the extent provided in subsections (14) and (15) of Section 608.13, Florida Statutes. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, or authorization by the stockholders of this corporation, or otherwise.

s/ G. David Parrish  
G. David Parrish

s/ John T. Woitsek  
John T. Woitsek

s/ Gene Essner  
Gene Essner

STATE OF FLORIDA    }  
COUNTY OF DADE    }   SS

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared G. DAVID PARRISH, JOHN T. WOITSEK and GENE ESSNER, to me known to be the persons described as subscribers in and who executed the foregoing articles of incorporation, and acknowledged before me that they subscribed to those articles of incorporation.

WITNESS my hand and official seal in the County and State named above this 2nd day of December, 1958

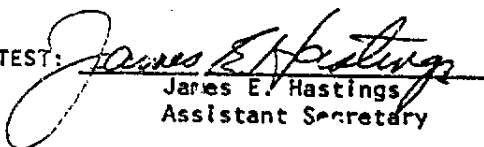
s/ Marilyn A. Ferguson  
Notary Public - State of Florida  
at Large

(NOTARIAL SEAL)  
My Commission Expires:  
December 1, 1962

I, George R. Wackenhut, Chairman of the Board and President of The Wackenhut Corporation, a Florida corporation, do hereby state that the enclosed Composite Certificate of the Articles of Incorporation of The Wackenhut Corporation is a true and correct copy of the Articles of Incorporation, as reflected by all amendments thereto previously filed in the Office of the Secretary of State, State of Florida.

I further certify that this Composite Certificate of the Articles of Incorporation do not contain any changes that has not been previously authorized and approved by the Secretary of State, State of Florida. Please note that the last amendment to the Certificate of The Wackenhut Corporation was filed in the Office of The Secretary of State, on May 15, 1974 which documents amended Article III.

  
George R. Wackenhut  
Chairman of the Board  
and President

ATTEST:   
James E. Hastings  
Assistant Secretary