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LEFFLER COMPANY

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Amended & Restated

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
LEFFLER COMPANY**

Leffler Company (the "Corporation") filed its original Articles of Incorporation with the Florida Department of State on January 23, 1958 (the "Original Articles"). These Amended and Restated Articles of Incorporation and the amendments to the Original Articles as contained herein were duly adopted, effective March 17, 2008, by the Board of Directors of the Corporation and effective April 14, 2008 by the shareholders of the Corporation, being a sufficient number of votes for approval, in accordance with Sections 607.0704, 607.1006 and 607.1007 of the Florida Business Corporation Act.

ARTICLE I - NAME

The name of the Corporation is Leffler Company

ARTICLE II - ADDRESS

The mailing address and principal office address of the Corporation is 1950 Laurel Manor Drive, Suite 120, The Villages, Florida 32162.

ARTICLE III - DURATION

The Corporation shall exist perpetually.

ARTICLE IV - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful businesses for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE V - CAPITAL STOCK

The maximum number of shares of capital stock that the Corporation is authorized to issue and have outstanding at any one time is Two Thousand Five Hundred (2,500) shares of common stock having a par value of \$0.001 per share.

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ARTICLE VI - REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is:

1201 Hay Street
Tallahassee, Florida 32301

The name of the registered agent of the Corporation at that address is:

Corporation Service Company

ARTICLE VII - BOARD OF DIRECTORS

There shall not be less than three (3) nor more than seven (7) Directors of the Corporation. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three (3).

ARTICLE VIII - AMENDMENTS

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

ARTICLE IX - INDEMNIFICATION

Section 1. Action Against Party Because of Corporate Position. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed claim, action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the corporation) by reason of the fact that he is or was a director or officer of the corporation against expenses (including attorneys' fees inclusive of any appeal), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such claim, action, suit, or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, not receiving any improper personal benefit, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct unlawful. The termination of any claim, action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 2. Action by or in the Right of Corporation. The corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed claim, action, or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, partner, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against expenses (including attorneys' fees inclusive of any appeal) actually and reasonably incurred by him in connection with the defense or settlement of such claim, action, or suit if he

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acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation and not for improper personal benefit, except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that a court of competent jurisdiction (the "Court") in which such claim, action, or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court shall deem proper.

Section 3. Reimbursement if Successful. To the extent that a director or officer of the corporation has been successful on the merits or otherwise in defense of any claim, action, suit, or proceeding referred to in Section 1 or 2 of this Article IX, or in defense of any claims, issue, or matter therein, he shall be indemnified against expenses (including attorneys' fees inclusive of any appeal) actually and reasonably incurred by him in connection therewith, notwithstanding that he has not been successful (on the merits or otherwise) on any other claim, issue, or matter in any such claim, action, suit, or proceeding.

Section 4. Authorization. Any indemnification under Sections 1 and 2 of this Article IX (unless ordered by a court) shall be made by the corporation to the director, officer, employee, or agent provided he has satisfied the conditions of Sections 1 and 2.

Section 5. Advanced Reimbursement. Expenses incurred in defending a civil or criminal action, suit, or proceeding for which the officer or director is entitled to indemnification under Section 1 of this Article IX shall be paid by the corporation in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the corporation as authorized in this Article.

Section 6. Indemnification Not Exclusive. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any statute, rule of law, provision of certificate of incorporation, bylaw, agreement, vote of stockholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity, while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person. Where such other provision provides broader rights of indemnification than these bylaws, said other provision shall control.

Section 7. Insurance. The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, partner, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this Article.

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IN WITNESS WHEREOF, the Corporation has caused these Amended and Restated Articles of Incorporation to be executed in its corporate name effective as of the 23rd day of April, 2008.

LEFFLER COMPANY, a Florida corporation

By:

Stuart Walling
Stuart Walling, President