

230740

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

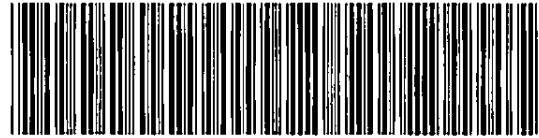
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Certified Copies _____

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*Amended &
Restated
Articles*

RECEIVED
MAY 19 2023
11:10 AM

2023 MAY 19 AM 10:44

FILED

A. RAMSEY

MAY 22 2023



2023 MAY 19 PM 2:48

Incorporating Services, Ltd.

1540 Glenway Drive
Tallahassee, FL 32301
850.656.7956
Fax: 850.656.7953
www.incserv.com



ORDER FORM

TO Florida Department of State
The Centre of Tallahassee
2415 North Monroe Street, Suite 810
Tallahassee, FL 32303
corphelp@dos.myflorida.com
850-245-6051

FROM Melissa Moreau

850.656.7953

REQUEST DATE 5/19/2023

PRIORITY Regular Approval

OUR REF # (Order ID#) 1150806

ORDER ENTITY
VAN & SMITH CO., INC.

PLEASE PERFORM THE FOLLOWING SERVICES:
VAN & SMITH CO., INC. (FL)

File the attached restated document

NOTES:
\$35.00 Authorized

RETURN/FORWARDING INSTRUCTIONS:

ACCOUNT NUMBER: 120050000052

Please bill the above referenced account for this order.

If you have any questions please contact me at 656-7956,

Sincerely,

A handwritten signature in black ink, appearing to be "MS" or similar initials.

Please bill us for your services and be sure to include our reference number on the invoice and courier package if applicable. For UCC orders, please include the thru date on the results.

FILED

ARTICLES OF AMENDMENT AND RESTATEMENT
OF
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
VAN & SMITH CO., INC.

2023 MAY 19 AM 10:44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1007 and 607.1003 of the Business Corporation Act of the State of Florida (the "FBCA"), Van & Smith Co., Inc., a Florida corporation (the "Corporation"), desiring to amend and restate the Amended and Restated Articles of Incorporation, as amended, hereby submits the following:

1. The initial Articles of Incorporation of the Corporation were filed with the Florida Department of State on December 3, 1959 (Document No. 230740). Amended and Restated Articles of Incorporation were filed with the Florida Department of State on August 19, 1988, and Articles of Amendment were filed with the Florida Department of State on June 2, 2020.

2. The Amended and Articles of Incorporation, as previously amended, are hereby amended and restated as set forth in Exhibit A attached hereto and incorporated herein by reference, and shall supersede and take the place of the Amended and Restated Articles of Incorporation as the same have been heretofore amended.

3. Second Amended and Restated Articles of Incorporation were adopted by all of the directors and all of the shareholders of the Corporation pursuant to Sections 607.0821 and 607.0704 of the Florida Business Corporation Act on May 16, 2023.

IN WITNESS WHEREOF, the Corporation has caused this instrument to be executed by its duly authorized officer on May 16, 2023.

Van & Smith Co., Inc.

By: Christy Vicari
Christine Vicari, President

FILED

**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
VAN & SMITH CO., INC.**

2023 MAY 19 AM 10:44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I: NAME

The name of the corporation is **Van & Smith Co., Inc.** (the "Corporation").

ARTICLE II: PRINCIPAL OFFICE

The street and mailing address of the principal office of the Corporation is 6718 N. Himes Avenue, Tampa, Florida 33614.

ARTICLE III: PURPOSE

The Corporation is organized to transact any or all lawful business for which corporations may be incorporated under the FBCA as it now exists or may hereafter be amended or supplemented.

ARTICLE IV: SHARES

The total number of shares that the Corporation is authorized to issue and have outstanding at any time is 2,000 common shares, with a par value of \$1.00 each, 1,000 of which shall be voting common stock, and 1,000 of which shall be nonvoting common stock. Voting common and nonvoting common shares shall have the same rights and privileges except that the nonvoting common shares shall have no voting rights unless otherwise provided by law.

ARTICLE V: CUMULATIVE VOTING

The right of shareholders to vote cumulatively in the election of directors of the Corporation is expressly denied to all shareholders.

ARTICLE VI: PREEMPTIVE RIGHTS

The shareholders of the Corporation shall not have a preemptive right to acquire the Corporation's unissued shares or the Corporation's treasury shares.

ARTICLE VII: INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Corporation shall indemnify, advance expenses, and hold harmless, to the fullest extent permitted by the FBCA and other applicable law as it presently exists or may hereafter be amended, any person (a "Covered Person") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal (a "Proceeding"), by reason of the fact that they, or a person for whom they are the legal representative, is or was a director or officer of the

Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation or of a partnership, joint venture, trust, enterprise, or nonprofit entity, including service with respect to employee benefit plans, against all liability, damages, and loss suffered and expenses (including attorneys' fees) actually and reasonably incurred by such Covered Person. Any amendment, repeal, or modification of this Article VII shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.