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Amended and
Restated Pet

12 DEC 26 AM 10:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JAN 03 2013

T. ROBERTS

haynesboone

December 21, 2012

By Federal Express

Amendment Section
Florida Department of State
2661 Executive Center Circle
Clifton Building
Tallahassee, Florida 32301

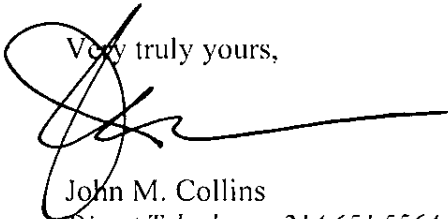
Re: Gaumard Scientific Company, Inc.

Dear Sir/Madam:

I am enclosing the Amended and Restated Articles of Incorporation of Gaumard Scientific Company, Inc. and our check in the amount of \$43.75 (filing fee of \$35 and certified copy fee of \$8.75). Please return the certified file-stamped copy to me in the enclosed self-addressed envelope.

If you have any questions, please call.

Very truly yours,



John M. Collins
Direct Telephone: 214.651.5564
Direct Telecopier: 214.200.0719
john.collins@haynesboone.com

Enclosures
48054.2

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
GAUMARD SCIENTIFIC COMPANY, INC.
a Florida corporation**

FILED
12 DEC 26 AM 10:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned does hereby declare and certify as follows:

1. He is the duly elected and acting Secretary of GAUMARD SCIENTIFIC COMPANY, INC., a Florida corporation (the "**Corporation**").
2. The date of filing of the Articles of Incorporation of the Corporation with the Secretary of State of Florida was ~~June 12, 1961~~ (the "**Articles**").
3. On April 25, 2012, the Board of Directors of the Corporation unanimously approved the amendment and restatement of the Articles pursuant to Section 607.1007 of the Florida Statutes ("F.S.").
4. On April 25, 2012, upon the recommendation of the Board of Directors of the Corporation, the proposed amendment and restatement of the Articles was submitted to the stockholders of the Corporation. The owners of one hundred percent (100%) of the issued and outstanding common stock of the Corporation voted in favor of the amendment and restatement of the Articles. The number of votes cast for the amendment by the shareholders was sufficient for approval.
5. The Corporation's Articles are hereby further amended and restated in their entirety to read as follows:

**ARTICLE I
NAME**

The name of the Corporation is GAUMARD SCIENTIFIC COMPANY, INC.

**ARTICLE II
PRINCIPAL OFFICE**

The principal office and mailing address of the Corporation is 14700 SW 136 Street, Miami, Florida 33196.

**ARTICLE III
DURATION**

The period of the Corporation's duration is perpetual.

ARTICLE IV PURPOSE

The purpose for which the Corporation is organized is to transact any and all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes.

ARTICLE V CAPITAL STOCK

A. Authorized Shares. The aggregate number of shares of common stock which the Corporation shall have authority to issue is 10,000 shares comprised of two (2) series. Class A shall consist of 1,000 shares of "Class A Voting Common Stock," with a par value of \$.50 per share. Class B shall consist of 9,000 shares of "Class B Non-Voting Common Stock," with a par value of \$.50 per share.

B. Class A Voting Common Stock Rights. The holders of the Class A Voting Common Stock shall have unlimited voting rights and shall be entitled to one vote per one share of Class A Voting Common Stock on each matter submitted to a vote of shareholders of the Corporation.

C. Class B Non-Voting Common Stock Rights. The holders of the Class B Non-Voting Common Stock shall have no voting rights other than any voting rights specifically required by law and which may not be waived or eliminated herein and/or the Bylaws of the Corporation.

D. Other Rights, Preferences, and Privileges of Voting Common Stock and Non-Voting Common Stock. Except as otherwise specifically set forth herein with respect to voting, all shares of Class A Voting Common Stock and Class B Non-Voting Common Stock shall have the same rights, preferences, and privileges with respect to dividends, distributions, or any liquidation or dissolution of the Corporation.

E. Preemptive Rights. The Corporation elects not to have preemptive rights.

F. Assessment of Shares. The capital stock of the Corporation shall be issued as fully paid up and shall not be subject to any further assessment to pay the debts of the Corporation.

ARTICLE VI BOARD OF DIRECTORS; OFFICERS

A. General. The number and qualifications of directors constituting the Board of Directors of the Corporation shall be fixed or determined in the manner provided in the Bylaws of the Corporation. The number of directors may be increased or decreased from time to time in the manner provided in the Bylaws, except that no decrease shall have the effect of shortening the term of any incumbent director. In the absence of a Bylaw providing

for the number of directors, or should the Corporation fail to determine the numbers of directors in the manner provided in the Bylaws, the number shall be the same as the number of directors constituting the initial Board of Directors. The names and addresses of the Board of Directors are as follows:

1. John S. Eggert
14700 SW 136 Street. Miami, Florida 33196
2. Daphne M. Eggert
14700 SW 136 Street. Miami, Florida 33196
3. Michael S. Eggert
14700 SW 136 Street. Miami, Florida 33196
4. Peter A. Eggert
14700 SW 136 Street. Miami, Florida 33196

B. Limitation of Liability. To the greatest extent permitted by applicable law in effect from time to time, a director or officer of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for an act or omission in the director's or officer's capacity as a director or officer of the Corporation unless it is adjudged by a court of competent jurisdiction that: (1) the director's or officer's act or failure to act constituted a breach of his or her fiduciary duties as a director or officer and (2) the breach of those duties involved intentional misconduct, fraud, or a knowing violation of the law and was material to the cause of action. If the applicable law is hereafter amended to authorize the further elimination or limitation of the liability of a director or officer, then the liability of a director or officer of the Corporation shall be eliminated or limited to the fullest extent permitted by the applicable law as so amended. No amendment, modification, or repeal of this provision will apply to or adversely affect any right or protection of any director or officer of the Corporation hereunder for or with respect to any acts or omissions of the director occurring prior to such amendment, modification or repeal.

C. Indemnification, Insurance and Advancement of Expenses. The Corporation shall indemnify all persons for whom indemnification is permitted under the F.S. (or the corresponding provision of any subsequent law), as amended, to the fullest extent permitted by the F.S. (or the corresponding provision of any subsequent law), as amended. Such indemnification shall not be deemed exclusive of any other rights to which such person may be entitled, under any bylaws, agreements, vote of stockholders or disinterested directors, or otherwise, both as to actions taken in their official capacity and as to action in another capacity while holding such office, and shall inure to the benefit of the heirs, executors and administrators of such persons. The Corporation shall have the power to enter into agreements providing for indemnification by the Corporation of current or former officers, directors, general partners, employees and agents or any other person of or who served any predecessor corporation, partnership, joint venture, trust or other enterprise from and against any and all expenses, liabilities or other matters. The Board of Directors of the Corporation may purchase, on behalf of the Corporation, such liability, indemnification and/or other

similar insurance as the Board of Directors, in its sole discretion, shall determine is necessary or appropriate from time to time. In addition to all other rights of indemnification permitted under the F.S. or as may be provided by the Corporation in its Bylaws or by agreement, the expenses of directors and officers incurred in defending a civil or criminal action, suit or proceeding, involving alleged acts or omissions of such director or officer in his or her capacity as a director or officer of the Corporation, must be paid, by the Corporation or through insurance purchased and maintained by the Corporation or through other financial arrangements made by the Corporation, as they are incurred and in advance of the final disposition of the action, suit or proceeding, upon receipt of an undertaking by or on behalf of the director or officer to repay the amount if it is ultimately determined by a court of competent jurisdiction that he or she is not entitled to be indemnified by the Corporation.

D. No Written Ballot Needed. Unless and to the extent to required by the Bylaws of the Corporation, the election of directors of the Corporation need not be by written ballot.

ARTICLE VII BYLAWS

In furtherance and not in limitation of the powers conferred by the F.S., the Board of Directors of the Corporation may adopt Bylaws or if adopted, alter, amend or repeal such Bylaws; *provided, however*, that the shareholders holding Class A Voting Common Stock may from time to time alter, amend or repeal any Bylaws adopted by the Board of Directors or the shareholders holding Class A Voting Common Stock may adopt new Bylaws, and may revoke any power delegated to the Board of Directors by this Article. By acceptance of any share of Class A Voting Common Stock or Class B Non-Voting Common Stock of the Corporation, the holder or owner thereof shall be deemed to assent to, and to delegate, such power as is herein conferred on the Board of Directors to alter, amend or repeal the Bylaws or to adopt new Bylaws.

ARTICLE VIII REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of the Corporation is 14700 SW 136 Street. Miami, Florida 33196 and the name of the registered agent is John S. Eggert.

ARTICLE IX ACTIONS BY WRITTEN CONSENT OF THE SHAREHOLDERS

Any action required or permitted to be taken at a meeting of the shareholders may be taken without a meeting if, before or after the action, a written consent thereto is signed by shareholders holding at least a majority of the voting power, except that if a different proportion of voting power is required for such an action at a meeting, then that proportion of written consents is required.

**ARTICLE X
AMENDMENT**

The Corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provisions contained in these Amended and Restated Articles of Incorporation, and to add or insert other provisions authorized by the F.S. at the time in force, in the manner now or hereafter prescribed by law. All rights, preferences and privileges or whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to these Amended and Restated Articles of Incorporation in its present form, or as hereafter amended, are granted subject to the rights reserved in this Article.

The undersigned Secretary of the Corporation does make and file this certificate hereby declaring that the facts set forth above are true.



Michael S. Eggert, Secretary

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



John S. Eggert, Registered Agent