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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
MILLER INDUSTRIES, INC.**

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**ARTICLES OF AMENDMENT AND RESTATEMENT
OF THE
ARTICLES OF INCORPORATION
OF
MILLER INDUSTRIES, INC.**

MILLER INDUSTRIES, INC., a Florida corporation (the "Corporation"), hereby adopts the following Articles of Amendment and Restatement of its Articles of Incorporation (the "Amended and Restated Articles of Incorporation"), pursuant to the provisions of Sections 607.1003, 607.1006 and 607.1007 of the Florida Business Corporation Act (the "Act");

1. Amended and Restated Articles of Incorporation. The Corporation's Articles of Incorporation are hereby amended and restated in their entirety as follows:

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
MILLER INDUSTRIES, INC.**

**ARTICLE 1.
NAME**

The name of the corporation is Miller Industries, Inc. (the "Corporation").

**ARTICLE 2.
PRINCIPAL OFFICE AND REGISTERED AGENT**

The address of its principal office in the State of Florida is 1521 NW 165 Street, Miami, Florida 33169. The name and address of its initial registered agent is Marc Napolitano, 1521 NW 165 Street, Miami, Florida 33169.

**ARTICLE 3.
PURPOSE**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act as the same exists or may hereafter be amended ("Florida Law").

**ARTICLE 4.
CAPITAL STOCK**

The Corporation shall be authorized to issue 5,000,000 shares of common stock, par value \$.05 per share (the "Common Stock").

**ARTICLE 5.
BYLAWS**

The Board of Directors shall have the power to adopt, amend or repeal the bylaws of the Corporation (the "Bylaws"), except as otherwise provided by Florida Law.

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The shareholders may adopt, amend or repeal the Bylaws only with the affirmative vote of the holders of not less than a majority of the outstanding Common Stock of the Corporation.

ARTICLE 6. BOARD OF DIRECTORS

(A) **Power of the Board of Directors.** The business and affairs of the Corporation shall be managed by or under the direction of a Board of Directors.

(B) **Number of Directors.** The Board of Directors shall consist of not less than one nor more than five directors, with the exact number of directors to be determined from time to time by resolution adopted by the affirmative vote of a majority of the Board or the holders of a majority of the outstanding Common Stock. The number of directors which shall constitute the Board of Directors shall, as of the date these Amended and Restated Articles of Incorporation become effective, be one.

ARTICLE 7. MEETINGS OF SHAREHOLDERS

(A) **Annual Meetings.** An annual meeting of shareholders for the election of directors to succeed those whose terms expire and for the transaction of such other business as may properly come before the meeting shall be held at such place, on such date, and at such time as the Board of Directors shall determine.

(B) **Special Meetings.** Special meetings of the shareholders may be called only by the President of the Company or by the Board of Directors. The President must call such meeting whenever requested to do so by the shareholders owning, in the aggregate, not less than twenty percent (20%) of the outstanding Common Stock of the Company. The Board of Directors must act pursuant to a resolution adopted by a majority of the Board of Directors.

ARTICLE 8. INDEMNIFICATION

(A) **Limited Liability.** To the fullest extent permitted by Florida Law, a director of the Corporation shall not be liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director.

(B) **Right to Indemnification.**

(1) Each person (and the heirs, executors or administrators of such person) who was or is a party or is threatened to be made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified and held harmless by the Corporation to the fullest extent permitted by Florida Law; provided that such indemnification will not be provided for any director or officer if a judgment or final

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adjudication establishes that his or her actions, or omissions to act, were material to the cause of action so adjudicated and constitute (a) a violation of criminal law, unless the director or officer had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful, (b) a transaction in which the director or officer derived an improper personal benefit, (c) in the case of a director, a circumstance under which the liability provisions of Florida Statute 607.0834 are applicable, or (d) willful misconduct or a conscious disregard for the best interests of the Corporation in a proceeding by or in the right of the Corporation to procure a judgment in its favor.

(2) The right of any director or officer of the Corporation to indemnification conferred in this Article 8 shall also include the right to be paid by the Corporation the expenses incurred in connection with any such proceeding in advance of its final disposition to the fullest extent authorized by Florida Law. The right to indemnification conferred in this Article 8 shall be a contract right.

(3) The Corporation may, by action of its Board of Directors, provide indemnification to such of the employees and agents of the Corporation to such extent and to such effect as the Board of Directors shall determine to be appropriate and authorized by Florida Law.

(C) **Nonexclusivity of Rights.** The rights and authority conferred in this Article 8 shall not be exclusive of any other right that any person may otherwise have or hereafter acquire.

(D) **Preservation of Rights.** Neither the amendment nor repeal of this Article 8, nor the adoption of any provision of these Amended and Restated Articles of Incorporation or the Bylaws, nor, to the fullest extent permitted by Florida Law, any modification of law, shall adversely affect any right or protection of any person granted pursuant to these Amended and Restated Articles of Incorporation, arising out of or related to any event, act or omission that occurred prior to the time of any such amendment, repeal, adoption or modification (regardless of when any proceeding (or part thereof) relating to such event, act or omission arises or is first threatened, commenced or completed).

ARTICLE 9. AMENDMENTS

(A) **Right to Amend.** The Corporation reserves the right to amend these Amended and Restated Articles of Incorporation in any manner permitted by Florida Law and all rights and powers conferred upon shareholders, directors and officers herein are granted subject to this reservation.

(B) **Approval of Amended and Restated Articles of Incorporation.** The Amended and Restated Articles of Incorporation were approved and adopted by the written consent of the sole director of the Corporation effective as of June 11, 2020, and by the written consent of the holders of a majority of the outstanding Common Stock effective as of June 12, 2020. The holders of the Common Stock are the only voting group entitled to vote on the Amended and Restated Articles of Incorporation, and the approval of the Amended and Restated Articles of Incorporation by the holders of a majority of the Common Stock was sufficient to approve the

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Amended and Restated Articles of Incorporation under the Act and the Articles of Incorporation and Bylaws of the Corporation.

(C) Effective Time and Date of Amended and Restated Articles of Incorporation.
The Amended and Restated Articles of Incorporation shall become effective as of the close of business on June 15, 2020.

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment and Restatement as of this 15th day of June, 2020.

MILLER INDUSTRIES, INC.
a Florida corporation

By: /s/ Marc Napolitano
Name: Marc Napolitano
Title: President

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