

311895

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

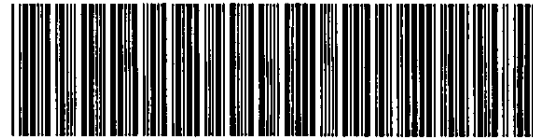
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



900293564349

12/23/16--01022--008 **35.00

Amel
Rstate

DEC 29 2016

R. WHITE

16 DEC 23 PM 1:22
STATION
TALLAHASSEE

CRAMER, PRICE & de ARMAS, P.A.

ATTORNEYS AT LAW

1411 EDGEWATER DRIVE, SUITE 200
ORLANDO, FLORIDA 32804

CHARLES W. CRAMER*
R. DAVID de ARMAS
STEPHEN H. PRICE
CARRIE L. GALBRAITH**
CHAD A. SHIMEL

(407) 843-3300
FAX (407) 843-6300
WWW.CRAMPRIICE.COM

*ALSO ADMITTED IN GEORGIA

**ALSO ADMITTED IN WASHINGTON, D.C.

OF COUNSEL: PHILIP A. THARP
1939-2003

December 22, 2016

SENT VIA OVERNIGHT

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Amendment and Restatement to Articles of Incorporation of
Vermeer Southeast Sales & Service, Inc.
Document No.: 311895

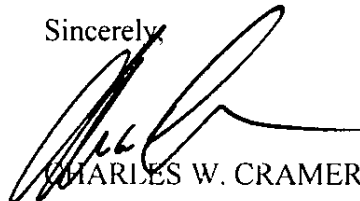
To Whom It May Concern:

I am enclosing herewith an original and a copy of the Amendment and Restatement to the Articles of Incorporation of Vermeer Southeast Sales & Service, Inc. Enclosed is my firm's check in the amount of \$35.00 for the filing fee.

Please file these documents on our behalf and remit the Letter of Acknowledgement to the undersigned.

Thank you in advance for your cooperation.

Sincerely,



CHARLES W. CRAMER

CWC/dmm
cc: Vermeer Southeast Sales & Service, Inc.
Enclosures

M11 235
16 DEC 23 PM 1:21
TALLAHASSEE, FL 32309

**AMENDMENT AND RESTATEMENT OF THE
ARTICLES OF INCORPORATION OF
VERMEER SOUTHEAST SALES & SERVICE, INC.**

Vermeer Southeast Sales & Service, Inc. (the "Corporation") pursuant to Florida Statute Sections 607.0704, 607.1003 and 607.1007 amends and restates its Articles of Incorporation. The Corporation adopts the following Articles of Incorporation:

ARTICLE I: NAME

The name of the Corporation is Vermeer Southeast Sales & Service, Inc.

ARTICLE II: PURPOSE

The purpose for which the Corporation is organized is to engage in the transaction of any lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III: PRINCIPAL OFFICE

The principal office of the Corporation shall be located at 4401 Vineland Road, Suite A-15, Orlando, Florida 32811.

ARTICLE IV: CAPITAL STOCK

A. *Authorized Capital Stock.* The maximum number of shares this Corporation is authorized to issue is One Hundred Thousand (100,000) shares of common stock having a par value of One Dollar (\$1.00) per share, of which Fifty Thousand (50,000) shares are designated as Class A common stock (the "Class A Common Stock") and Fifty Thousand (50,000) shares are designated as Class B common stock (the "Class B Common Stock").

B. *Voting Rights.* The holders of the Class A Common Stock will be entitled to notice of and attend all meetings of the Shareholders of the Corporation and shall be entitled to one (1) vote per share on all matters to be voted on by the Corporation's Shareholders, and except as otherwise required by law, the holders of Class B Common Stock will have no right to vote their shares of Class B Common Stock on any matters to be voted on by the Corporation's Shareholders.

C. *Dividends.* The holders of the Common Stock shall be entitled to receive dividends when and as declared by the Board of Directors of the Corporation, out of any funds legally available for such purpose. When and as dividends are declared thereon, whether payable in cash, property or securities of the Corporation, the holders of Class A Common Stock and the holders of Class B Common Stock will be entitled to share, ratably according to the number of shares of Class A Common Stock or Class B Common Stock held by them. If dividends are declared which are payable in shares of Class A Common Stock or Class B Common Stock, then the dividends payable in shares of Class A Common Stock will be payable

to the holders of Class A Common Stock and the dividends payable in shares of Class B Common Stock will be payable to the holders of Class B Common Stock.

D. *Liquidation Rights.* In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, or any distribution of any of its assets to any of its Shareholders other than by dividends from funds legally available therefore, and other than payments made upon redemptions or purchases of shares of the Corporation, the holders of Class A Common Stock and Class B Common Stock shall be entitled to share, ratably according to the number of shares of Class A Common Stock or Class B Common Stock held by them, in the remaining assets of the Corporation available for distribution to its Shareholders.

ARTICLE V: DATES OF EXISTENCE

The Corporation was formed on December 15, 1966 and it shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI: LIMITATION OF LIABILITY

The personal liability is hereby eliminated entirely of a Director or officer of the Corporation from monetary damages for breach of duty of care or any other duty provided that such provision shall not eliminate or limit the liability of a Director or officer: (i) for any appropriation, in violation of his/her duties of any business opportunity of the Corporation; (ii) for acts of omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or (iii) for any transaction from which the Director or trustee derived an improper personal benefit.

ARTICLE VII: BOARD OF DIRECTORS

A. *Powers.* The Board of Directors shall have all the rights and powers granted to it as outlined in the Corporation's Bylaws.

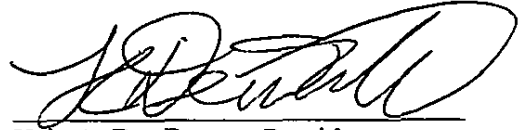
B. *Number.* The Board of Directors of the Corporation shall consist of not fewer than one (1) Director and not more than a maximum number determined by the Bylaws of the Corporation as amended from time to time.

C. *Term.* The term of each Member of the Board of Directors shall be established in the Bylaws.

D. *Election.* The method of electing the Board of Directors shall be contained in the Bylaws.

This Amendment and Restatement of the Articles of Incorporation was approved by the Directors and submitted to the Shareholders of the Corporation for approval. The Shareholders unanimously approved this Amendment and Restatement of the Articles of Incorporation.

Dated this 20 day of December, 2016.

A handwritten signature in black ink, appearing to read 'Kris A. DenBesten', written over a horizontal line.

Kris A. DenBesten, President