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RAY MELEAR, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
RAY MELEAR, INC.**

Pursuant to Sections 607.1003, 607.1006 and 607.1007 of the Florida Statutes, Ray Melear, Inc., a Florida corporation (the "Corporation"), certifies that:

1. The Amended and Restated Articles of Incorporation set forth herein were duly recommended by unanimous written consent of the Board of Directors dated Dec. 20, 2016 2016.
2. The Amended and Restated Articles of Incorporation set forth herein were approved by the shareholders of the outstanding shares of common stock of the Corporation on Dec. 20, 2016 2016, and the number of votes cast were sufficient for approval.
3. The Articles of Incorporation, as amended, in effect as of this date are amended as set forth herein in the following respects:
  - a. Article II setting forth the purpose and powers of the Corporation is amended in certain respects, and the articles setting forth the purpose and powers of the Corporation are Articles III and VII in the Amended and Restated Articles of Incorporation.
  - b. Article III setting forth the capitalization of the Corporation is amended in certain respects, and the article setting forth the capitalization of the Corporation is Article V in the Amended and Restated Articles of Incorporation.
  - c. Article IV concerning the amount of initial capital of the Corporation is deleted.
  - d. Article V concerning the Corporation's existence is now Article II in the Amended and Restated Articles of Incorporation.
  - e. Article VI concerning the principal office of the Corporation is amended in certain respects, and the article concerning the principal office of the Corporation is Article IV of the Amended and Restated Articles of Incorporation.
  - f. Article VII concerning the number of directors is deleted.
  - g. Article VIII concerning the identities of the initial Board of Directors is deleted.

h. Article IX concerning the initial subscribers to the Corporation's stock is deleted.

i. Article X concerning amendment of the Articles of Incorporation is amended in certain respects, and the article concerning amendments to the Articles of Incorporation is Article IX of the Amended and Restated Articles of Incorporation.

j. Articles VIII and X are added.

4. Each share of common stock of the Corporation, par value \$10.00 per share, which is currently outstanding shall automatically be converted to one share of Class A Voting Common Stock, par value \$10.00 per share, after the filing of the within Amended and Restated Articles of Incorporation.

5. There are no discrepancies between the provisions of the Articles of Incorporation, as amended, in effect prior hereto and the provisions of the Amended and Restated Articles of Incorporation set forth herein, other than the inclusion of the foregoing amendments.

Pursuant to Section 607.1007 of the Florida Statutes, the Articles of Incorporation of Ray Melear, Inc., a Florida corporation, are hereby amended and restated as follows:

**ARTICLE I**  
**NAME**

The name of the corporation is Ray Melear, Inc.

**ARTICLE II**  
**DURATION**

The corporation shall have a perpetual existence.

**ARTICLE III**  
**PURPOSE**

The corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV**  
**ADDRESS**

The principal place of business and mailing address of the corporation shall be:

729 S.E. 25<sup>th</sup> Street  
Okeechobee, FL 34974

**ARTICLE V**  
**CAPITAL STOCK**

A. The number of shares of stock that this corporation is authorized to have outstanding at any one time is One Hundred Five Thousand (105,000) shares of common stock, of which Five Thousand (5,000) shall be Class A Voting Common Stock, Ten Dollars (\$10.00) per share par value and of which One Hundred Thousand shares shall be Class B Non-Voting Common Stock, no par stock.

B. Holders of Class A Voting Common Stock and Class B Non-Voting Stock shall have equal rights, provided, however, that the sole voting rights of the Corporation's common stock shall be vested in the holders of Class A Voting Common Stock and the holders of Class B Non-Voting Common Stock shall have no voting rights except as required by law.

C. The holders of each share of Class A Voting Common Stock shall receive twenty shares of Class B Non-Voting Stock for each share of Class A Voting Common Stock held by them.

D. The Board of Directors may, from time to time declare, and the corporation may pay, dividends on its outstanding shares with each share of Class A Voting Stock and each share of Class B Non-Voting stock receiving an equal amount of any dividend declared by the Board of Directors, in the manner and upon the terms and conditions provided by law. Declaration of dividends shall be in the sole and absolute discretion of the Corporation, taking into consideration the Corporation's budget and cash flow needs, the maintenance of sufficient operating reserves and the Corporation's business plans. No shareholder may compel the Board of Directors to declare a dividend.

**ARTICLE VI**  
**REGISTERED OFFICE AND AGENT**

The street address of the registered office of the corporation is 729 SE 25<sup>th</sup> Street, Okeechobee, FL 34974, and the name of the registered agent of the corporation at the address is Barbara L. Melear.

**ARTICLE VII**  
**POWERS**

The corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

**ARTICLE VIII**  
**INDEMNIFICATION**

Provided the person proposed to be indemnified satisfies the requisite standard of conduct for permissive indemnification by a corporation as set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as the same may be amended from time to time, the corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of such Law, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding (other than in an action, suit or proceeding brought by this corporation upon authorization of the Board of Directors) or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or other agent. Expenses (including attorneys' fees) incurred by an officer or director in defending any civil, criminal, administrative or investigative action, suit or proceeding 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 such director or officer to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the corporation as authorized in this Article. Such expenses (including attorneys' fees) incurred by other employees and agent shall also be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate. The indemnification and advancement of expenses provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of stockholders or directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification 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 and personal and other legal representatives of such a person. Except as otherwise provided above, an adjudication of liability shall not affect the right to indemnification for those indemnified.

#### **ARTICLE IX**

##### **AMENDMENT**

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.


#### **ARTICLE X**

##### **BYLAWS**

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by

shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.

IN WITNESS WHEREOF, for the purposes of Amending and Restating the Articles of Incorporation of this Corporation under the laws of the State of Florida, the undersigned officer has executed these Amended and Restated Articles of Incorporation as of the 20<sup>th</sup> day of December, 2016.

  
Barbara L. Melear, President