

# 338499

(Requestor's Name)

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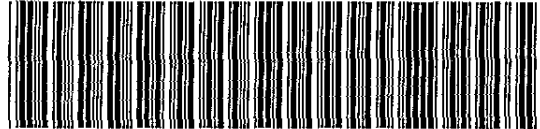
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03 MAR 24 PH 2:55

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T BROWN MAR 26 2003

*Amended + Restated*



**SENTRY FINANCIAL CORPORATION**

One Utah Center, Suite 1400, Salt Lake City, Utah 84111-2215  
Telephone (801) 596-9600 Telefax (801) 596-9630

*Kevin J. Schillo*

February 25, 2003

Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, Florida 32314

**RE: Articles of Amendment to Articles of Incorporation of Harris Manufacturing, Inc  
(FEI # 591230577)**

Dear Sir or Madam:

Please find enclosed a check in the amount of \$43.75 for the filing fee of \$35.00 plus \$8.75 for one certified copy of the filed amendmant relating to Harris Manufacturing, Inc., a Florida corporation, ID # 591230577.

You may send the certified copy to my attention at the following address:

Sentry Financial Corporation  
One Utah Center  
201 South Main Street  
Suite 1400  
Salt Lake City, Utah 84111

Thank you for your immediate attention to this matter. If you have any questions, please contact me at your earliest convenience. I may be reached via phone at 801.303.1102 or via email at [kschillo@sentryfinancial.com](mailto:kschillo@sentryfinancial.com).

Sincerely,

Kevin J. Schillo  
Contract Administration

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

March 7, 2003

KEVIN J. SCHILLO  
SENTRY FINANCIAL CORPORATION  
201 S. MAIN STREET, SUITE 1400  
SALE LAKE CITY, UT 84111

SUBJECT: HARRIS MANUFACTURING, INC.  
Ref. Number: 338499

We have received your document for HARRIS MANUFACTURING, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

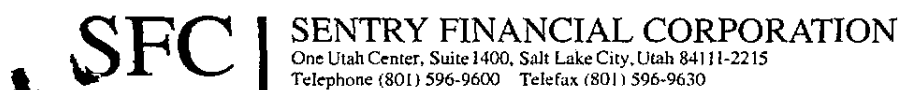
A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6869.

Teresa Brown  
Document Specialist

Letter Number: 403A00014553



*Pamela H. Halverson*

March 20, 2003

Ms. Teresa Brown  
Document Specialist  
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

RE: Articles of amendment and Restatement of Articles of Incorporation

Dear Ms. Brown:

Enclosed please find the revised document that you requested in your March 7, 2003 letter. With the documents provided, please file the Articles and send us a copy for our files.

Please call with any questions.

Sincerely,

A handwritten signature in black ink, appearing to read "Pam", enclosed within a large, loopy oval.

Pamela H. Halverson  
Executive Assistant

Enclosure

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**ARTICLES OF AMENDMENT AND RESTATEMENT**  
**OF**  
**ARTICLES OF INCORPORATION**  
**OF**  
**HARRIS MANUFACTURING, INC.**

**FILED**  
03 MAR 24 PM 2:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**  
**NAME AND PRINCIPAL OFFICE/MAILING ADDRESS**

The name of this Corporation is Harris Manufacturing, Inc., and the street address of its principal office shall be 975 Martin Avenue, Green Cove Springs, Florida 32043.

**ARTICLE II**  
**DURATION**

This Corporation is to have perpetual existence.

**ARTICLE III**  
**PURPOSE**

This Corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE IV**  
**CAPITAL STOCK**

This Corporation is authorized to issue 5,000,000 shares of common stock, with a par value of \$0.001 per share. All such shares are of one class and are common stock.

**ARTICLE V**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the registered office of this Corporation is 975 Martin Avenue, Green Cove Springs, Florida 32043. The name of the registered agent of the Corporation at that address is Scott A. Green.

**ARTICLE VI**  
**PREFERENCES - LIMITATIONS AND RELATIVE**  
**RIGHTS OF SHARES OF CAPITAL STOCK; CUMULATIVE VOTING**

(1) No holder of any of the shares of the stock of the Corporation, whether now or hereafter authorized and issued, shall be entitled as of right to purchase or subscribe for (i) any unissued stock of any class, or (ii) any additional shares of any class to be issued by reason of any increase in the authorized capital stock of the Corporation of any class, or (iii) bonds, certificates of indebtedness, debentures or other securities convertible into stock of the Corporation, or carrying any right to purchase stock of any class, but any such unissued stock or such additional authorized issue of any stock or of other securities convertible into stock, or carrying any right to purchase stock, may be issued and disposed of pursuant to resolution of the Board of Directors to such persons, firms, corporations or associations and upon such terms as may be deemed advisable by the Board of Directors in the exercise of its discretion.

(2) Shareholders are entitled to cumulate their votes for directors, *i.e.*, shareholders entitled to vote for the election of directors are entitled to multiply the number of votes they are entitled to cast by the number of directors for whom they are entitled to vote and to cast the product for a single candidate or allocate such votes among two or more candidates.

**ARTICLE VII**  
**SIGNING OF THE ARTICLES OF AMENDMENT AND RESTATEMENT**

The name and address of the persons signing these Articles of Amendment and Restatement are Scott A. Green, 975 Martin Avenue, Green Cove Springs, Florida 32043 and Kenneth W. Paulk, 975 Martin Avenue, Green Cove Springs, Florida 32043.

**ARTICLE VIII**  
**SPECIAL PROVISIONS**

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and creating, dividing, limiting and regulating the power of the Corporation, its stockholders and directors, are hereby adopted as part of these Articles of Amendment and Restatement.

(1) Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them or between this Corporation and its stockholders or any class of them or both, on the application of this Corporation, any creditor or stockholder hereof, or any receiver or receivers appointed for this Corporation under the applicable provisions of the laws of the State of Florida, any court of equitable jurisdiction in the State of Florida may order a meeting of the creditors or class of creditors, the stockholders or any class of stockholders of this Corporation, or both, as the case may be at such time and in such manner as the said court may direct. If a majority representing three-fourths in value of the creditors or class of creditors, in number of shares or classes of shares of this Corporation, or both as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation, as the case may be, the said compromise, arrangement or reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, on all stockholders or class of stockholders of this Corporation, or both as the case may be, and also on this Corporation.

(2) The Corporation shall have the right to indemnify its officers, directors, employees and agents to the fullest extent permitted by law. Such indemnification shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any By-Law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and 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, executors and administrators of such a person.

(3) Each of the following actions shall require approval by a minimum of 66 2/3% of the issued and outstanding shares of the Corporation's capital stock:

A. The filing of any bankruptcy, insolvency or reorganization case or proceeding; the institution of any proceedings under any applicable insolvency law or otherwise seeking any relief under any laws relating to the relief from debts or the protection of debtors generally; seeking or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator, custodian or any similar official for the Corporation or a substantial portion of its assets; making any assignment for the benefit of the Corporation's creditors; or taking any action in furtherance of any of the foregoing; and

B. The dissolution or liquidation of the Corporation.

**ARTICLE IX**  
**AMENDMENT**

From time to time any of the provisions of these Articles of Amendment and Restatement may be amended, altered or repealed, and other provisions authorized by the laws of the State of Florida at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the stockholders of the Corporation by these Articles of Amendment and Restatement of Articles of Incorporation are granted subject to the provisions of this Article IX.

IN WITNESS WHEREOF, the undersigned President and Secretary of the Corporation have executed these Amended and Restated Articles of Incorporation as of the 20th day of February, 2003.

By: [Signature]  
Name: Scott A. Green  
Title: President

By: [Signature]  
Name: Kenneth W. Paulk  
Title: Secretary

STATE OF FLORIDA                    )  
                                                  ) SS:  
COUNTY OF clay                    )

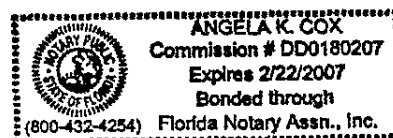
BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Scott A. Green and Kenneth W. Paulk, both known to me and known by me to be the persons who executed the foregoing Articles of Amendment and Restatement of Articles of Incorporation, and they acknowledged before me that they executed these Articles of Amendment and Restatement of Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 20th day of February, 2003.

[Signature]  
Notary Public, State of Florida

My Commission Expires: 2/22/2007

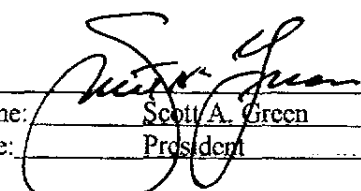
Angela K Cox  
Printed Name of Notary



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

HARRIS MANUFACTURING, INC., DESIRING TO AMEND AND RESTATE ITS ARTICLES OF INCORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 975 MARTIN AVENUE, GREEN COVE SPRINGS, Clay COUNTY, FLORIDA 32043 HAS NAMED SCOTT A. GREEN, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

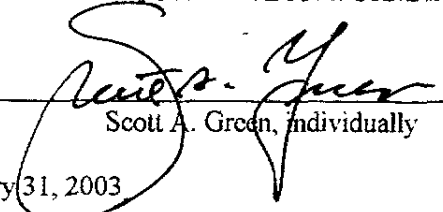
By: 

Name: Scott A. Green

Title: President

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS WITH THE ABOVE NAMED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I, SCOTT A. GREEN, HEREBY AGREE TO ACT IN THAT CAPACITY AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE

  
Scott A. Green, individually

DATE: January 31, 2003



**Certificate Pursuant to Florida Statutes 607.1006 (f) and 607.1007 (4)(b)  
In connection with  
Articles of Amendment and Restatement of Articles of Incorporation  
Of  
Harris Manufacturing, Inc.**

The undersigned, as assistant secretary of Harris Manufacturing, Inc. ("Company") hereby certifies that: (i) the attached Articles of Amendment and Restatement of Articles of Incorporation contain amendments requiring shareholder approval; (ii) the Articles of Amendment and Restatement of Articles of Incorporation were adopted by unanimous vote of all shareholders at a Special Meeting of Shareholders held February 20, 2003 after due notice; and (iii) the number of votes cast for the amendments by the shareholders was sufficient for approval. There is only one class of stock entitled to vote.

Dated as of this 21<sup>st</sup> day of February, 2003.

By: *R. Kirk Heaton*  
Name: R. Kirk Heaton  
Title: Assistant Secretary

