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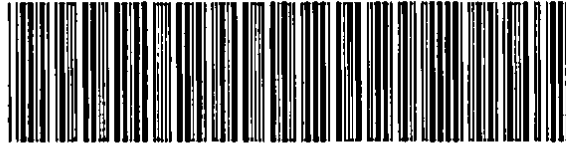
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FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 9, 2017

RUTH REICKARD
VARNUM ATTORNEY AT LAW
PO BOX 352
GRAND RAPIDS, MI 49501-0352

8/11/17

SUBJECT: LASSITER-WARE, INC.
Ref. Number: 341393

We have received your document for LASSITER-WARE, 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):

The date of adoption of each amendment must be included in the document.

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) 245-6050.

Shelia H Young
Regulatory Specialist II

Letter Number: 117A00016247



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RUTH E. REICKARD

DIRECT DIAL: 616/336-6802
E-MAIL: rereickard@varnumlaw.com

July 24, 2017

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
Amendment Section
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Lassiter-Ware, Inc.

Dear Sir/Madam:

Enclosed for filing are Third Amended and Restated Articles of Incorporation for Lassiter-Ware, Inc. Also enclosed is our check in the amount of \$43.75 for filing fees and a certified copy of the Third Amended and Restated Articles of Incorporation once they have been filed.

Thank you for your attention to this matter. If you have any questions, please feel free to call me toll free at 1-800-262-0011.

Sincerely,

Ruth E. Reickard
Legal Assistant

Enclosures

**THIRD AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
LASSITER-WARE, INC.**

Pursuant to the provisions of Sections 607.1001, 607.1006, and 607.1007 of the Florida Business Corporation Act, the undersigned Florida corporation adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I

The name of the Company is LASSITER-WARE, INC.

ARTICLE II

The address of the registered office, principal place of business, and mailing address of the Company in the State of Florida is 1201 Hays Street, Suite 105, Tallahassee, Florida 32301, and the name of the registered agent of this Company in the State of Florida at such address is Corporation Service Company.

ARTICLE III

This Company may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

A. Upon the filing of these Amended and Restated Articles of Incorporation (these "Restated Articles") with the Florida Department of State, the total number of shares of all classes of capital stock which the Company shall have the authority to issue shall be thirty thousand (30,000) shares, consisting solely of: twenty-five thousand four hundred ninety-eight (25,498) shares of common stock, par value \$1.00 per share (the "Common Stock"), and four thousand five hundred two (4,502) shares of preferred stock, par value \$1.00 per share (the "Preferred Stock"; together with the Common Stock and without distinction between them, the "Stock").

B. The rights, preferences, privileges, restrictions, and other matters relating to the Preferred Stock are as follows:

1. **DIVIDEND RIGHTS.** Holders of the Preferred Stock shall have the same rights as holders of Common Stock with respect to payment of any dividend or other distribution when and as declared by the Company's Board of Directors (the "Board of Directors").

2. **VOTING RIGHTS.**

(a) General Rights. On any matter presented to the stockholders of the Company for their action or consideration at any meeting of the stockholders of the Company (or by written consent of stockholders in lieu of meeting), each holder of shares of Stock shall be entitled to one vote per share and shall be entitled to notice of any stockholders' meeting in

accordance with the Amended and Restated Bylaws of the Company (as amended, restated, amended and restated, or otherwise modified from time to time, the "Bylaws"). Except as otherwise provided herein or as required by law, the Preferred Stock shall vote together with the Common Stock at any annual or special meeting of the stockholders and not as a separate class, and may act by written consent in the same manner as the Common Stock.

(b) Separate Vote of Preferred Stock. In addition to any other vote or consent required herein or by law, the vote or written consent of the holders of at least a majority of the outstanding Preferred Stock, voting together as a single class, shall be necessary to amend, alter, repeal, or waive any provision of these Restated Articles or the Bylaws.

(c) Election of Board of Directors. The Board of Directors shall consist of up to ten (10) directors to be elected as follows:

(i) The holders of the Preferred Stock, voting together as a single class, shall be entitled to elect that number of the directors equal to the fraction equal to the number of outstanding shares of Preferred Stock divided by the total number of outstanding shares of Stock, rounded to the nearest whole number, but in no event less than one (1) director (the "Preferred Director(s)"), at each meeting or pursuant to each consent of the Company's stockholders for the election of directors, and to remove from office such director(s) and to fill any vacancy caused by the resignation, death, or removal of such director(s).

(ii) The holders of the Common Stock, voting as a separate class, shall be entitled to elect the remaining directors at each meeting or pursuant to each consent of the Company's stockholders for the election of directors, and to remove from office such directors and to fill any vacancy caused by the resignation, death, or removal of such directors.

At any meeting held for the purposes of electing a director, the presence in person or by proxy of the holders of a majority of the outstanding shares of the class or series entitled to elect such director as provided above shall constitute a quorum for the purposes of electing such director.

3. **LIQUIDATION RIGHTS.** Holders of Preferred Stock shall have the same rights as holders of Common Stock with respect to any distribution or payments arising out of or resulting from any liquidation, dissolution, or winding up of the Company.

C. The preferences, voting powers, relative, participating, optional, or other special rights and privileges, and qualifications, limitations, or restrictions of the Common Stock are expressly made subject to and subordinate to those that may be fixed with respect to any shares of the Preferred Stock.

ARTICLE V

A. The management of the business and the conduct of the affairs of the Company shall be vested in the Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed by the Board of Directors in the manner provided herein and in the Bylaws.

B. Subject to any additional approval required by these Restated Articles, the Board of Directors is expressly empowered to make, repeal, alter, amend, restate, or rescind all or any portion of the Bylaws.

C. Elections of directors need not be written ballot unless the Bylaws shall so provide.

D. Meetings of stockholders may be held within or without the State of Florida, as the Bylaws may provide.

E. The books of the Company may be kept outside the State of Florida at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws.

ARTICLE VI

A. To the fullest extent permitted by law, each director of the Company shall not be personally liable to the Company or its stockholders for monetary damages for breach of fiduciary duty as a director. If the Florida Business Corporations Act (the "FBCA") or any other law of the State of Florida is amended after approval by the Company's stockholders of this Article VI to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Company shall be eliminated or limited to the fullest extent permitted by the FBCA as so amended. Any repeal or modification of the foregoing sentence of this Article VI(A) by the stockholders of the Company shall not adversely affect any right or protection of a director of the Company existing at the time of, or increase the liability of any director of the Company with respect to any acts or omissions of such director occurring prior to, such repeal or modification. Any repeal or modification of this Article VI shall only be prospective and shall not affect the rights under this Article VI in effect at the time of the alleged occurrence of any action or omission to act giving rise to liability.

B. The following indemnification provisions shall apply to the persons enumerated below:

1. Right to Indemnification of Directors and Officers. The Company shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (an "Indemnified Person") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative (a "Proceeding"), by reason of the fact that such person, or a person for whom such person is the legal representative, is or was a director or officer of the Company or, while a director or officer of the Company, is or was serving at the request of the Company as a director, officer, employee, or agent of another corporation or of a partnership, joint venture, limited liability company, trust, enterprise, or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such Indemnified Person in such Proceeding. Notwithstanding the preceding sentence, except as otherwise provided in Article VI(B)(3) below, the Company shall not be required to indemnify an Indemnified Person in connection with a Proceeding (or part thereof) initiated by the Indemnified Person if the commencement of the Proceeding was not authorized in advance by the Board of Directors.

2. Prepayment of Expenses of Directors and Officers. The Company shall pay the expenses (including attorneys' fees) incurred by an Indemnified Person in defending any Proceeding in advance of its final disposition; provided, however, that, to the extent required by law, such payment of expenses in advance of the final disposition of the Proceeding shall be made only upon receipt of an undertaking by the Indemnified Person to repay all amounts advanced if it should be ultimately determined that the Indemnified Person is not entitled to be indemnified under this Article VI or otherwise.

3. Claims by Directors and Officers. If a claim for indemnification or advancement of expenses under this Article VI is not paid in full within thirty (30) days after a written claim therefor by the Indemnified Person has been received by the Company, the Indemnified Person may file suit to recover the unpaid amount of such claim and, if successful in whole or in part, shall be entitled to be paid the expenses of presenting such claim. In any such action the Company shall have the burden of proving that the Indemnified Person is not entitled to the requested indemnification or advancement of expenses under applicable law.

4. Indemnification of Employers and Agents. The Company may indemnify and advance expenses to any person who was or is made or is threatened to be made or is otherwise involved in any Proceeding by reason of the fact that such person, or a person for whom such person is the legal representative, is or was an employee or agent of the Company or, while an employee or agent of the Company, is or was serving at the request of the Company as a director, officer, employee, or agent of another corporation or of a partnership, joint venture, limited liability company, trust, enterprise, or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such person in connection with such Proceeding. The ultimate determination of entitlement to indemnification of persons who are nondirector or officer employees or agents shall be made in such manner as is determined by the Board of Directors in its sole discretion. Notwithstanding the foregoing sentence, the Company shall not be required to indemnify a person under this Article VI(B)(4) in connection with a Proceeding (or part thereof) initiated by the person if the commencement of the Proceeding was not authorized in advance by the Board of Directors.

5. Advancement of Expenses of Employees and Agents. The Company may pay the expenses (including attorneys' fees) incurred by an employee or agent in defending any Proceeding in advance of its final disposition on such terms and conditions as may be determined by the Board of Directors.

6. Non-Exclusivity of Rights. The rights conferred on any person by this Article VI shall not be exclusive of any other rights which such person may have or hereafter acquire under any statute, provision of these Restated Articles, the Bylaws, agreement, vote of stockholders or disinterested directors, or otherwise.

7. Other Indemnification. The Company's obligations, if any, to indemnify any person who was or is serving at its request as a director, officer, or employee of another corporation, partnership, limited liability company, joint venture, trust, organization, or other enterprise shall be reduced by any amount such person may collect as indemnification from such

other corporation, partnership, limited liability company, joint venture, trust, organization, or other enterprise.

8. Insurance. The Board of Directors may, to the full extent permitted by applicable law as it presently exists, or may hereafter be amended from time to time, authorize an appropriate officer or officers to purchase and maintain at the Company's expense insurance: (a) to indemnify the Company for any obligation which it incurs as a result of the indemnification of directors, officers, and employees under the provisions of this Article VI; and (b) to indemnify or insure directors, officers, and employees against liability in instances in which they may not otherwise be indemnified by the Company under the provisions of this Article VI.

9. Amendment or Repeal. Any repeal or modification of the foregoing provisions of this Article VI shall not adversely affect any right of protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification. The rights provided hereunder shall inure to the benefit of any Indemnified Person and such person's heirs, executors, and administrators.

ARTICLE VII

The Company reserves the right to amend or repeal any provision contained in these Restated Articles, in the manner now or hereafter prescribed by statute, and all rights conferred upon a stockholder herein are granted subject to this reservation.

* * *

These Amended and Restated Articles of Incorporation have been duly approved by the Board of Directors.

These Amended and Restated Articles of Incorporation have been duly adopted in accordance with the provisions of Sections 607.1006 and 607.1007 of the FBCA by the stockholders of the Company and were approved by written consent of all stockholders of the Company in accordance with the provisions of Section 607.0704 of the FBCA.

The Company has caused these Amended and Restated Articles of Incorporation to be signed by its Senior Vice President and Secretary this 1st day of July, 2017.

LASSISTER-WARE, INC.

By

Adam C. Reed

Adam C. Reed

Its Senior Vice President and Secretary

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