

455281

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

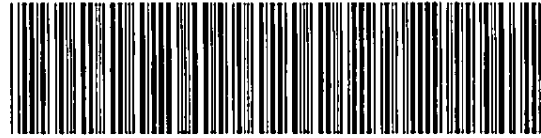
(Document Number)

Certified Copies _____

Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



800436845078

*Amended &
Restated*

Articles

2024 SEP 19 AM 8:54
CLERK OF STATE
RECEIVED

2024 SEP 19 PM 3:28
RECEIVED
CLERK OF STATE
TALAMON

A. RAMSEY

OCT 4 2024

X02250, 00524, 00671



CSC - Tallahassee
1201 Hays Street
Tallahassee, FL 32301-2607
850-558-1500, Ext: x61563

To: Department Of State, Division Of Corporations
From: Shauna Godbolt
Ext: x61563
Date: 09/19/24
Order #: 1627598-1
Re: IAP World Services, Inc.
Processing Method: Routine

TO WHOM IT MAY CONCERN:

Enclosed please find:

Amount to be deducted from our State Account: \$35.0 - FL State Account Number:
120000000195

Please take the following action:

File in your office on basis
Issue Proof of Filing

Special Instructions:

A handwritten signature in black ink, appearing to read 'Shauna Godbolt', is written over the 'Special Instructions' field.

Thank you for your assistance in this matter. If there are any problems or questions with this filing, please call our office.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 20, 2024

CORPORATION SERVICE COMPANY

TALLAHASSEE, FL 32301

SUBJECT: IAP WORLD SERVICES, INC.
Ref. Number: 455281

RESUBMIT

Please give original
submission date as file date

We have received your document for IAP WORLD SERVICES, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

Please file the document as either Restated Articles or Amended and Restated Articles. The Amended and Restated Articles may be filed by themselves without the Restated Articles form. The Amended and Restated Articles have all the information that is needed.

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.

Annette Ramsey
OPS

Letter Number: 924A00021206

RECEIVED
2024 OCT -3 AM 11:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
IAP WORLD SERVICES, INC.

2024 SEP 19 AM 8:54

CLERK OF STATE
TALLAHASSEE, FLORIDA

September 17, 2024

Pursuant to and in accordance with the Florida Business Corporation Act (the "*FBCA*"), the undersigned does hereby deliver these Amended and Restated Articles of Incorporation (the "*Amended and Restated Articles of Incorporation*") of IAP World Services, Inc., a corporation (the "*Corporation*") duly organized under the laws of the State of Florida on June 25, 1974 and assigned document number 455281. The Corporation hereby certifies that:

FIRST: These Amended and Restated Articles of Incorporation were duly adopted and approved by the sole stockholder of the Corporation (the "*Stockholder*") and the Board of Directors of the Corporation (the "*Board*") by written consent, dated September 17, 2024, in accordance with Sections 607.0704 and 607.0821 of the FBCA, respectively, and the written consent received from the Stockholder for approval of the Amended and Restated Articles of Incorporation was sufficient as required by Section 607.1003 of the FBCA.

SECOND: These Amended and Restated Articles of Incorporation shall be effective upon filing with the Florida Secretary of State.

THIRD: These Amended and Restated Articles of Incorporation consolidate all current and preceding amendments into a single document.

FOURTH: The Articles of Incorporation of the Corporation are hereby amended and restated in their entirety to read as follows:

ARTICLE I – NAME

The name of the corporation is IAP World Services, Inc., a Florida corporation.

ARTICLE II – PRINCIPAL OFFICE

The present address of the principal office of the Corporation is 7315 North Atlantic Avenue, Cape Canaveral, Florida 32920.

ARTICLE III – PURPOSE

The purpose of the Corporation is to engage in a broad spectrum of services and solutions to the U.S. and international government agencies and organizations and to engage in any lawful act or activity for which corporations may under the FBCA, including any amendments thereto, provided that the Corporation is not formed to engage in any act or activity requiring the consent or approval of any state official, department, board, agency or other body without such consent or approval first being obtained. Some specific services include, but are not limited to, program/facility management, base operations support, IT and communications, aviation, engineering, infrastructure, logistics and power solutions services globally.

ARTICLE IV – AUTHORIZED SHARES

The Corporation is authorized to issue one class of stock to be designated common stock ("*Common Stock*"). The total number of shares of capital stock that the Corporation shall have authority to issue is five thousand (5,000) shares of Common Stock having a par value of one dollar (\$1.00) per share. Each holder of Common Stock shall be entitled to one vote for each share of Common Stock held.

ARTICLE V – LIMITATION ON LIABILITY

To the fullest extent permitted under the FCBA and other applicable law, no director of the Corporation shall be personally liable to the Corporation or any of its stockholders or any other person for monetary damages for or relating to any statement, vote, decision or failure to act, regarding corporate management or policy or any other matter relating to the Corporation, by a director, unless the breach or failure to perform his or her duties as a director satisfies the standards set forth in Section 607.0830(1) of the FBCA (or a successor provision of such law) as the same exists or may hereafter be amended. To the fullest extent permitted under the FBCA and other applicable law, a director of the Corporation shall not be or held liable for any action taken as a director, or any failure to take action, if he or she performed the duties of his or her office in compliance with Section 607.0830 of the FBCA (or successor provision of such law) as the same exists or may hereafter be amended. If the FBCA is amended hereafter to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent authorized by the FBCA, so as amended. Any repeal or modification of this Article V shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

ARTICLE VI – INDEMNIFICATION

The Corporation shall indemnify, advance expenses and hold harmless, to the fullest extent permitted or authorized by current or future legislation, including but not limited to the FBCA, or by current or future judicial or administrative decision, each person (including, for purposes of this Article VI, the heirs, executors, administrators or estate of such person) (1) who is or was a director or officer of the Corporation, or (2) who, being or having been a director or officer of the Corporation, is or was serving at the request of the Corporation in the position of a director, officer, agent or employee of another corporation, partnership, joint venture, trust or other enterprise (a "*Covered 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, and whether formal or informal, by reason of the fact that such Covered Person is or was a director, officer, agent or employee of the Corporation, against all fines, liabilities, damages, losses, costs and expenses, including attorneys' fees, asserted against or actually incurred in connection with such action, suit or proceeding by such Covered Person if such Covered Person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Corporation and, in the case of any criminal proceeding, the Covered Person had no reasonable cause to believe his or her conduct was unlawful. Any amendment, repeal, or modification of this Article VI shall not adversely affect any right or protection hereunder of any Covered Person in respect of any act or omission occurring prior to the time of such repeal or modification. The Corporation may, to the extent authorized from time to time in the Corporation's Bylaws or otherwise by resolution of the Board, provide rights to indemnification and to the advancement of expenses to employees and agents of the Corporation similar to those conferred in this Article VI to a Covered Person.

ARTICLE VII – INSURANCE

The Corporation shall have the power and authority to purchase and maintain insurance (including, without limitation, errors and omissions insurance) on behalf of any Covered Person, employee, or agent of the Corporation, against any liability or expenses asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, regardless of whether or not the Corporation would have the power to indemnify him or her against such liability or expenses under the provisions of Article VI.


ARTICLE VIII – REGISTERED AGENT AND OFFICE

The registered agent is Corporation Service Company, located at 1201 Hays Street, Tallahassee, Florida 32301-2525.

ARTICLE IX – TERM OF EXISTENCE

The Corporation shall have perpetual existence.

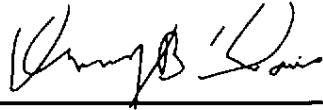
IN WITNESS WHEREOF, the Corporation has caused these Amended and Restated Articles of Incorporation to be signed by the undersigned duly authorized officer of the Corporation as of the date set forth above.

By: 
Name: Robert Rosen
Title: President

AMEND-17637

Acceptance of Agent for IAP World Services, Inc.

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

A handwritten signature in black ink, appearing to read "Harry B Davis", is written over a horizontal line.

Harry B Davis, Asst VP

Corporation Service Company