

Division of Corporations

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

of

H. & W. BENNETT, INC.

The following amendment and restatement was adopted by the Shareholders of this Corporation on the 1st day of November, 2008, and the number of votes cast for the amendment and restatement by the Shareholders was sufficient for approval.

The undersigned, as President of the Corporation, adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I

Name

The name and address of this corporation shall be: **H. & W. BENNETT, INC., 801 South Eustis Street, Eustis, FL 32726.**

ARTICLE II

Purposes

The corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE III

Stock

The aggregate number of shares of stock which this corporation shall have authority to issue shall be 1,000 shares of common stock each with a par value of \$1.00.

ARTICLE IV

Directors

The names and addresses of the Director(s) is/are:

H. John Feldman, Esquire
Cauthen & Feldman, P.A.
Attorneys at Law
215 North Joanna Avenue
Tavares, FL 32778
(352)343-2225
Florida Bar #0382965
Audit # H080002547173

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NAME

WAYNE B. BENNETT

ADDRESS

38415 Timberlane Drive
Umatilla, FL 32784

ARTICLE V

Informal Shareholder Action

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the bylaws.

ARTICLE VI

Fundamental Changes

The affirmative vote of holders of the majority of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- A. Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- B. Reorganization, merger or consolidation of the corporation;
- C. Sale, lease or exchange of the major portion of the property or assets of the corporation; or
- D. Dissolution of the corporation.

ARTICLE VII

Term of Existence

This corporation shall exist perpetually.

ARTICLE VIII

Directors

A. The business of the corporation shall be managed by a board of one (1) director. The number of directors may be, as provided in the bylaws, increased or decreased, but shall never be less than one (1) director.

B. The entire Board of Directors, or any individual director, may be removed from office without assignment of cause by affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote. Directors who are not stockholders may be removed for cause by a majority vote of all classes of stock entitled to vote. Any director who is also a stockholder may be removed for cause by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote exclusive of the director's own shares of stock.

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C. Any vacancy on the Board of Directors shall be filled by the shareholders at a regular or special meeting called for that purpose. A shareholder removed as a director for cause shall not be entitled to vote to fill the vacancy by voting for the removed director without prior approval secured by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote, exclusive of the shareholder's own shares of stock.

D. Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

ARTICLE IX

Effective Date

The date that corporate existence shall begin is the date of filing of these Articles with the Department of State. This election is pursuant to Florida Statute 607.0123.

ARTICLE X

Registered Office and Registered Agent

The address of the initial registered office of this corporation is 801 South Eustis Street, Eustis, FL 32726. The name of the Registered Agent of this corporation is WAYNE B. BENNETT at the above office address.

ARTICLE XI

Bylaws

Bylaws of this corporation may be adopted, amended, or repealed by either the Board of Directors or by the shareholders entitled to vote, except as otherwise provided in the Bylaws.

IN WITNESS WHEREOF, the undersigned certifies to the truth of the facts herein stated, this 12th day of November, 2008.

H. & W. BENNETT, INC.

BY: 

WAYNE B. BENNETT, President

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**ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN ARTICLES OF INCORPORATION**

I hereby accept to act as Registered Agent for **H. & W. BENNETT, INC.**, as stated in these Articles of Incorporation.

Dated: November 12, 2008


WAYNE B. BENNETT