

606460

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

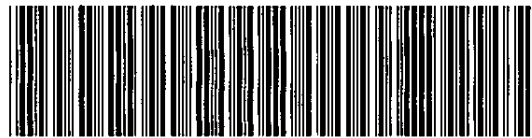
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



800160223968

09/14/09--01014--016-- **35.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2009 SEP 14 PM 3:55

FILED

Restated

TB

SEP 16 2009

THOMAS N. SILVERMAN, P.A.

Attorneys At Law

3801 PGA Boulevard, Suite 902
Palm Beach Gardens, Florida 33410
Telephone: (561) 775-7500 Facsimile: (561) 775-7503

THOMAS N. SILVERMAN, ESQ.
LL.M. - Harvard University
LL.M. (Tax) - New York University
Florida Bar Board Certified Tax Attorney
Also admitted in Pennsylvania

CHARLES T. WEISS, ESQ.
J.D., LL.M. (Estate Planning)
University of Miami

September 9, 2009

File # 75858.00

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

Re: Martin Fence Co.

Dear Sir or Madam:

Enclosed please find an original and one (1) copy of the Restated Articles of Incorporation of MARTIN FENCE CO., a Florida corporation. Also enclosed is a check in the amount of \$35.00 in payment of the filing fees.

Please date-stamp the photocopy and return the same to the undersigned in the postage-paid, self-addressed envelope provided for this purpose.

Very truly yours,



Thomas N. Silverman

TNS/jr:Greene.81
Enclosures

cc Martin D. Greene
Robert L. Greene

**RESTATED
ARTICLES OF INCORPORATION
OF
MARTIN FENCE CO.**

FILED
2009 SEP 14 PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Martin Fence Co. was formed on January 12, 1979.
2. Martin Fence Co. is a for profit corporation created to engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.
3. Pursuant to Section 607.1007, Florida Statutes, the Board of Directors of the Corporation hereby adopt Restated Articles of Incorporation of Martin Fence Co. and hereby certify that (i) the Shareholders owning all of the issued and outstanding shares of stock in the Corporation are entitled to vote on the adoption of the Restated Articles of Incorporation, (ii) the number of votes cast for the Restated Articles of Incorporation by the Shareholders of the Corporation was sufficient for approval, and (iii) the Board of Directors and Shareholders of the Corporation adopted the Restated Articles of Incorporation on 8-18-09, 2009 by Written Consent, set forth as follows:

ARTICLE I

The name of this corporation is MARTIN FENCE CO.

ARTICLE II

The duration of this corporation is perpetual.

ARTICLE III

The purpose or purposes for which this corporation is organized are:

A. To sell fence material and to sell and install residential and commercial fences.

B. To acquire by purchase, exchange, gift, bequest, subscription or otherwise, and to hold, own, mortgage, pledge, hypothecate, sell, assign, transfer, exchange or otherwise dispose of or deal in or with its own corporate securities or stock or other securities, including without limitations, any shares of stock, bonds, debentures, notes, mortgages, or other instruments representing rights or interests therein or any property or assets created or issued by any person, firm, association or corporation, or any government or subdivisions, agencies or instrumentalities thereof; to make payment therefor in any lawful manner or to issue in exchange therefor its own securities or to use its unrestricted or unreserved earned surplus for the purchase of its own shares, and to exercise as owner or holder of any securities, any and all rights, powers and privileges in respect thereof.

C. To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the subjects herein enumerated, or which may at any time appear conducive to or expedient for the protection or benefit of this corporation, and to do said acts as fully and to the same extent as natural persons might, or could do, in any part of the world as principals, agents, partners, trustees or otherwise, either alone or in conjunction with any other person, association or corporation.

D. The foregoing clauses shall be construed both as purposes and powers, and shall not be held to limit or restrict in any manner the general powers of the corporation, and the enjoyment and exercise thereof, as conferred by the Laws of the State of Florida; and it is the intention that the purposes and powers specified in each of the paragraphs of this Article III shall be regarded as independent purposes and powers.

ARTICLE IV - STOCK

The aggregate number of shares which this corporation shall have authority to issue is 100 shares of common voting stock at \$1.00 par value per share. Fully-paid stock of this corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time. To the extent consideration in excess of the par value of such shares, if any, is received for such shares, such excess consideration shall constitute capital surplus.

ARTICLE V - AMENDMENT

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a Shareholders meeting called for that purpose.

ARTICLE VI - SHAREHOLDER RIGHTS

Shareholders of the corporation shall have pre-emptive rights to acquire their pro rata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including, but not limited to, cash, other property, services, the acquisition of other corporations' shares or property through merger, or the extinguishment of debts. Pre-emptive rights shall also apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares. This Article VI pertaining to pre-emptive rights may not be amended or deleted without the unanimous vote of the Shareholders of each affected class, and no issuance of stock of the corporation shall take

place unless the price at which the stock is to be issued shall be approved by a majority of the Shareholders of the corporation.

ARTICLE VII - INITIAL OFFICE AND AGENT

The street address of this corporation's initial registered office in Florida is 862 13th Street, Lake Park, FL 33403, and the name of its registered agent at that address is Robert L. Greene. The mailing address of the corporation shall be the same.

ARTICLE VIII - DIRECTORS

The number of directors of the Corporation from time to time shall be as set forth in the By-Laws.

The number of directors constituting the Board of Directors of this Corporation is two (2). The name and address of each person to serve as a Director until the next annual meeting of Shareholders, or until their successor is elected and qualified, is:

| Name | Address |
|------------------|--|
| MARTIN D. GREENE | 862 13th Street Lake Park, FL 33403 |
| ROBERT L. GREENE | 862 13th Street Lake Park, FL 33403 |

ARTICLE IX - OFFICERS

There shall be a minimum of four (4) officers of the Corporation, a President, Vice-President, Treasurer and Secretary. The election and duties of officers shall be governed as set forth in the By-Laws. The name and position of each person to serve as an Officer until the next annual meeting of Shareholders and Directors, or until their successors are elected and qualified, are:

| Name | Position |
|------------------|----------------|
| ROBERT L. GREENE | President |
| MARTIN D. GREENE | Vice-President |
| ROBERT L. GREENE | Treasurer |
| MARTIN D. GREENE | Secretary |

ARTICLE X - INCORPORATORS

The name and address of the incorporators are:

| Name | Address |
|------------------|--|
| ROBERT L. GREENE | 862 13th Street Lake Park, FL 33403 |
| MARTIN D. GREENE | 862 13th Street Lake Park, FL 33403 |


**ARTICLE XI - COMMON DIRECTORS; TRANSACTIONS
BETWEEN CORPORATIONS**

No contract or other transaction between this corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest, if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested Director; or (b) the fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the corporation. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies such contract or transaction.

ARTICLE XII - BY-LAWS

The By-laws of the corporation shall be adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Shareholders at any meeting thereof.

DATED this 19 day of August, 2009.


MARTIN D. GREENE


ROBERT L. GREENE

STATE OF FLORIDA)
COUNTY OF PALM BEACH)ss.

The foregoing instrument was acknowledged before me by MARTIN D. GREENE
(Who is personally known to or who provided Martin D Greene as identifica-
tion).

WITNESS my hand and official seal in the County and State last aforesaid this
18 day of August, 2009.

(SEAL)


Notary Public State of Florida, at Large

My commission expires:

STATE OF FLORIDA)
COUNTY OF PALM BEACH)ss.



Mark W. Bailow
Commission # DD505323
Expires February 24, 2010
Bonded Troy Fair Insurance, Inc. 800-385-7019

The foregoing instrument was acknowledged before me by ROBERT L. GREENE
(Who is personally known to or who provided _____ as identifica-
tion).

WITNESS my hand and official seal in the County and State last aforesaid this
18TH day of August, 2009.

(SEAL)



Gillian Greene
Commission # DD529664
Expires March 16, 2010
Bonded Troy Fair Insurance, Inc. 800-385-7019


Notary Public State of Florida, at Large

My commission expires: