

674939

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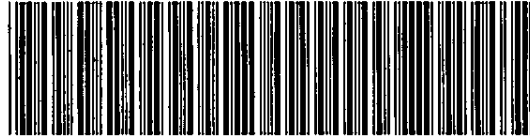
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10 FEB 22 PM 1:17

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: SUN STATES SERVICES, INC.

DOCUMENT NUMBER: 674939

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Rachel L. Drude, Esq.

Name of Contact Person

Battaglia, Ross, Dicus & McQuaid, P.A.

Firm/ Company

5858 Central Avenue, Suite A

Address

St. Petersburg, FL 33707

City/ State and Zip Code

rdrud@brdwlaw.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Rachel L. Drude, Esq. at (727) 381-2300
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed) |
|---|--|---|--|

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
SUN STATES SERVICES, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 FEB 22 10:11 AM

Pursuant to Section 607.1007 of the Business Corporation Act of the State of Florida, the undersigned, being the President of the **SUN STATES SERVICES, INC.**, a Florida corporation, and desiring to amend and restate its Articles of Incorporation, does hereby make, execute and adopt the following Articles of Incorporation.

FIRST

The original Articles of Incorporation were filed with the Secretary of State of Florida on June 25, 1980.

SECOND

These Amended & Restated Articles of Incorporation, which supersede the original Articles of Incorporation and any and all amendments to them, were adopted by all of the directors of the Corporation and its shareholders on November 9, 2015. To effect the foregoing, the text of the Articles of Incorporation is hereby restated and amended as herein set forth in full:

**ARTICLE I
NAME**

The name of the Corporation shall be:

SUN STATES SERVICES, INC.

**ARTICLE II
DURATION**

The term of existence of the Corporation is perpetual.

**ARTICLE III
CORPORATE PURPOSE**

This Corporation may transact any and all lawful business which corporations may be organized under the Florida Business Corporation Act.

**ARTICLE IV
PRINCIPAL OFFICE & MAILING ADDRESS**

The principal office and mailing address of the Corporation is:

3000 Gulf To Bay Boulevard
Suite 218
Clearwater, Florida 33759

The Board of Directors may move the principal office to any other address in Florida.

ARTICLE V
CAPITAL STOCK & DIVIDENDS

A. Authorized Stock. The maximum number of shares that the Corporation shall be authorized to issue and have outstanding at any one time shall be One Hundred (100) shares of common voting stock having a par value of One Dollar (\$1.00) payable in lawful money of the United States of America or in other property.

B. Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash or in property solely out of the unreserved and unrestricted earned surplus of the Corporation, and dividends payable in shares of the capital stock of the Corporation solely out of any unreserved and unrestricted surplus of the Corporation, as provided by Florida law.

C. Common Stock. All stock of the Corporation shall be common. The shares of capital stock of the Corporation shall not be divided into classes and shall not be issued in series.

D. No Pre-emptive Rights. No shareholder shall have any pre-emptive or preferential right of subscription to any shares of stock of the Corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the Corporation, issued or sold, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may from time to time determine and at such price as the Board of Directors may from time to time fix. As used in this section, the expression "convertible obligation" shall include any notes, bonds or other evidence of indebtedness to which are attached or with which are issued warrants or other rights to purchase stock of the Corporation; and the Board of Directors is hereby expressly authorized in its discretion in connection with the issue of any obligations or stock of the Corporation (but without intending hereby to limit its general power so to do in any other cases) to grant rights or options to purchase stock of the Corporation upon such terms and during such periods as the Board of Directors shall determine, and to cause such rights or options to be evidenced by such warrants or other instruments as it may deem advisable.

E. Restrictions on Transfer. No stock may be transferred to any person except or as provided for in a shareholder's agreement signed by all shareholders of the Corporation.

ARTICLE VI
REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office is: 3000 Gulf To Bay Boulevard, Suite 218, Clearwater, Florida 33759. The name of the Corporation's registered agent at that office is: Elayne Turner.

ARTICLE VII
INITIAL DIRECTORS

The number of directors of the Corporation shall be as provided in the bylaws of the Corporation, as amended from time to time, but shall not be less than one (1). The initial directors of the Corporation shall be:

William Boswell, Chairman	Nancy Fisher, Vice Chair
Chip Cantrell	Josef Schaible
Dr. Edward Pearson, Medicare Medical Advisor	

ARTICLE VIII
CORPORATE POWERS

The Corporation shall enjoy and possess all powers authorized to be exercised by a corporation under Florida law, as same may be amended from time to time.

ARTICLE IX
AMENDMENTS

These articles may be amended in any manner provided by law.

ARTICLE X
INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of an officer of a director, to the full extent now or hereafter permitted by law.

THIRD

The foregoing amendments were adopted by all of the directors and all of the shareholders of the common stock of the Corporation pursuant to Sections 607.0704 and 607.0821 of the Florida Business Corporation Act on November 9, 2015. Therefore, the number of votes cast for the amendment of the Corporation's Articles of Incorporation was sufficient for approval.

IN WITNESS WHEREOF, the undersigned hereby restate, amend, and adopt these articles of incorporation for the Corporation on this 9 day of November, 2015.

Nancy E. Fisher
NANCY FISHER, Director

William Boswell
WILLIAM BOSWELL, Director

Nancy E. Fisher
BNJ ENTERPRISES, LLC, Shareholder
A Louisiana limited liability company
By: NANCY FISHER
Its: Manager

William Boswell
BIA ENTERPRISES, LLC, Shareholder
A Florida limited liability company
By: WILLIAM BOSWELL
Its: Chief Executive Officer