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Corson
APR 14 2015
T. LEMIEUX

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: MOROCH & ASSOCIATES, INC.

Name of Corporation

DOCUMENT NUMBER: F00000003764

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Kate Dalke, Tax Manager

Name of Contact Person

Moroch Holdings, Inc.

Firm/Company

3625 N Hall Suite 1100

Address

Dallas, TX 75219

City/State and Zip Code

Kdalke@Moroch.com

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

For further information concerning this matter, please call:

Kate Dalke

Name of Contact Person

at **(214) 525-6816**

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:



\$35.00 Filing Fee



\$43.75 Filing Fee &
Certificate of Status



\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)



\$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

(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F00000003764

(Document number of corporation (if known))

MOROCH & ASSOCIATES, INC.

(Name of corporation as it appears on the records of the Department of State)

2. TEXAS

(Incorporated under laws of)

3. 06/28/2000

(Date authorized to do business in Florida)

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SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 12/14/2012

5 MOROCH HOLDINGS, INC.

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Laura Keene

(Typed or printed name of person signing)

CFO

(Title of person signing)

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Nandita Berry
Secretary of State

Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the attached is a true and correct copy of each document on file in this office as described below:

Moroch Holdings, Inc.
Filing Number: 58320400

Restated Certificate of Formation

December 14, 2012

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on April 01, 2014.



NANDITA BERRY

Nandita Berry
Secretary of State

FILED
In the Office of the
Secretary of State of Texas

DEC 14 2012

Corporations Section

AMENDED AND RESTATED CERTIFICATE OF FORMATION
OF
MOROCH & ASSOCIATES, INC.

ARTICLE 1

Pursuant to the provisions of the Texas Business Organizations Code (the "TBOC"), Moroch & Associates, Inc., a Texas corporation (the "Corporation"), hereby adopts and files with the Texas Secretary of State this Amended and Restated Certificate of Formation (the "Restated Certificate"), which accurately states and copies the Corporation's Articles of Incorporation and all amendments thereto that are in effect to date (collectively, the "Existing Articles") as further amended by this Restated Certificate as hereinafter set forth below, and which contain no other change in any provision thereof, other than the omission of the name and address of the incorporator of the Corporation and the updating of the current number of directors and the names and addresses of the persons currently serving as directors, as permitted by the TBOC.

ARTICLE 2

The name of the corporation is Moroch & Associates, Inc. The corporation is a Texas for-profit corporation.

ARTICLE 3

The following paragraphs identify by reference or description each added, altered, or deleted provision to the Existing Articles being restated:

1. Article I of the Existing Articles is hereby amended in its entirety so as to read as follows:

ARTICLE I

The name of the corporation is Moroch Holdings, Inc.

2. Article II of the Existing Articles is hereby amended in its entirety so as to read as follows:

ARTICLE II

The corporation is a Texas for-profit corporation.

3. Article III of the Existing Articles is hereby amended in its entirety so as to read as follows:

RECEIVED

DEC 14 2012

Secretary of State

ARTICLE III

The purpose for which the corporation is organized is the transaction of any or all lawful business for which for-profit corporations may be incorporated under the Texas Business Organizations Code (the "TBOC").

4. Article 4 of the Existing Articles is hereby amended in its entirety so as to read as follows:

ARTICLE IV

1. The corporation is authorized to issue one class of stock, to be designated common stock. The total number of shares of capital stock that the corporation shall have authority to issue is 10,000,000, par value \$.001 per share ("Common Stock"). The Common Stock shall be divided into two series: Class A Voting Common Stock and Class B Non-Voting Common Stock. The Class A Voting Common Stock shall consist of 2,000,000 shares, each share of which shall be entitled to one vote on each matter brought before the shareholders. The Class B Non-Voting Common Stock shall consist of 8,000,000 shares, each share of which shall have no voting rights other than as required by law.

2. Upon filing of this Amended and Restated Certificate of Formation, each share of presently existing class A common stock and each share of presently existing common stock shall become one share of Class A Voting Common Stock.

5. Article VII of the Existing Articles is hereby amended in its entirety so as to read as follows:

ARTICLE VII

The street address of the corporation's registered office is 3625 N. Hall St # 1100, Dallas, TX 75219, and the name of its registered agent at such address is Thomas F. Moroch.

6. Article VIII of the Existing Articles is altered to replace the number of original directors and the names and addresses of the original directors with the current number of directors and the names and addresses of the persons currently serving as directors of the Corporation.

7. Article X of the Existing Articles is hereby amended in its entirety so as to read as follows:

ARTICLE X

1. Limitation of Director Liability. A director of the corporation shall not be liable to the corporation or its shareholders for monetary damages for any act or omission in the director's capacity as a director, except that this provision does not eliminate or limit the liability of a director to the extent the director is found liable under applicable law for:

A. a breach of the director's duty of loyalty to the corporation or its shareholders;

B. an act or omission not in good faith that constitutes a breach of duty of the director to the corporation or that involves intentional misconduct or a knowing violation of the law;

C. a transaction from which the director received an improper benefit, regardless of whether the benefit resulted from an action taken within the scope of the director's duties; or

D. an act or omission for which the liability of the director is expressly provided for by an applicable statute.

If the TBOC is amended to authorize action further eliminating or limiting the liability of directors, then the liability of a director of the corporation shall automatically be eliminated or limited to the fullest extent permitted by the TBOC as so amended. Any repeal or modification of this Article X.1. shall not adversely affect any right of protection of a director of the corporation for acts or omissions that occurred before such repeal or modification.

2. Indemnification and Insurance.

A. Subject to the limitations and conditions as provided in this Article X.2., each person who was or is made a party or is threatened to be made a party to or is involved in any threatened, pending or completed action or other proceeding, whether civil, criminal, administrative, arbitrative or investigative, or any appeal in such a proceeding or any inquiry or investigation that could lead to such a proceeding (hereinafter a "proceeding"), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director or officer of the corporation or while a director or officer of the corporation is or was serving at the request of the corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic corporation, limited liability company, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise shall be indemnified by the corporation to the fullest extent permitted by the TBOC, as the same exists or may hereafter be amended against judgments, penalties (including excise and similar taxes and punitive damages), fines, settlements and reasonable expenses (including, without limitation, attorneys' fees) actually incurred by such person in connection with such proceeding, and indemnification under this Article X.2. shall continue as to a person who has ceased to serve in the capacity which initially entitled such person to indemnity hereunder. The rights granted pursuant to this Article X.2. shall be deemed contract rights, and no amendment, modification or repeal of this Article X.2. shall have the effect of limiting or denying any such rights with respect to actions taken or proceedings arising prior to any such amendment, modification or repeal. It is expressly acknowledged that the indemnification provided in this Article X.2. could involve indemnification for negligence or under theories of strict liability.

B. The right to indemnification conferred in this Article X.2. shall include the right to be paid or reimbursed by the corporation the reasonable expenses incurred by a person of the type entitled to be indemnified above who was, is or is threatened to be made a named defendant or respondent in a proceeding in advance of the final disposition of the proceeding and without any determination as to the person's ultimate entitlement to indemnification; provided, however, that the payment of such expenses incurred by any such person in advance of the final disposition of a proceeding shall be made only upon delivery to the corporation of a written affirmation by such indemnified person of his or her good faith belief that he or she has met the standard of conduct necessary for indemnification under this Article X.2. and a written undertaking, by or on behalf of such person, to repay all amounts so advanced if it shall ultimately be determined that such indemnified person is not entitled to be indemnified under this Article X.2. or if such indemnification is prohibited by applicable law.

C. The right to indemnification conferred in this Article X.2. shall not be exclusive of any other right which a director or officer indemnified pursuant to this Article X.2. may have or hereafter acquire under any law (common or statutory), provision of this Amended and Restated Certificate of Formation or the Bylaws of the corporation, agreement, vote of shareholders or disinterested directors or otherwise.

D. The corporation may purchase insurance for the purpose of securing the indemnification of its directors and officers to the extent that such indemnification is allowed in this Article X.2. Such insurance may, but need not, be for the benefit of all directors and officers, and the purchase of any such insurance shall in no way limit the indemnification provisions of this Article X.2.

8. Article XI of the Existing Articles is hereby amended in its entirety so as to read as follows:

ARTICLE XI

Any action required by the TBOC to be taken at any annual or special meeting of the shareholders of the corporation, and/or any action that may be taken at any annual or special meeting of the shareholders of the corporation, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holder or holders of shares having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all shares entitled to vote on the action were present and voted. Such action shall be taken in accordance with the provisions of Section 6.201 of the TBOC, as amended.

9. Article XII of the Existing Articles is hereby amended in its entirety so as to read as follows:

ARTICLE XII

Notwithstanding any provision of the TBOC now or hereafter in force

requiring for the approval of any action the affirmative vote of two-thirds, or any other percentage greater than a majority, of the outstanding shares entitled by law to vote thereon or of the outstanding shares of a class or series entitled by law to vote separately as a class or series thereon, such action may be authorized and taken by the affirmative vote of the holders of a majority of such outstanding shares, or such outstanding shares of a class or series, as applicable. Except as provided in the preceding sentence, in all other circumstances requiring the approval of the outstanding shares of a class or series, the vote of the holders of a majority of the shares entitled to vote and represented in person or by proxy at any shareholders' meeting at which a quorum is present shall be not of the shareholders. This provision shall not impair any other express provision of this Amended and Restated Certificate of Formation or contractual rights granted by the Board of Directors that expressly require greater than a majority or class vote on certain corporate actions.

ARTICLE 4

Each of the amendments made by this Restated Certificate has been made in accordance with the TBOC and has been approved in the manner required by the TBOC and the governing documents of the Corporation.

ARTICLE 5

The Corporation's Existing Articles are hereby superseded by the Restated Certificate, as set forth on Exhibit A hereto, which accurately states and copies the entire text of the Existing Articles as amended as set forth above, other than (i) the omission of the name and address of the incorporator of the Corporation and (ii) the updating of the current number of directors and the names and addresses of the persons currently serving as directors, as permitted by the TBOC.

DATED: Dec 14, 2012.

MOROCH & ASSOCIATES, INC.

By: Robert L. Baugh
Name: Robert L. Baugh
Title: President

EXHIBIT A
AMENDED AND RESTATED CERTIFICATE OF FORMATION
OF
MOROCH HOLDINGS, INC.

ARTICLE I

The name of the corporation is Moroch Holdings, Inc.

ARTICLE II

The corporation is a Texas for-profit corporation.

ARTICLE III

The purpose for which the corporation is organized is the transaction of any or all lawful business for which for-profit corporations may be incorporated under the Texas Business Organizations Code (the "TBOC").

ARTICLE IV

1. The corporation is authorized to issue one class of stock, to be designated common stock. The total number of shares of capital stock that the corporation shall have authority to issue is 10,000,000, par value \$.001 per share ("Common Stock"). The Common Stock shall be divided into two series: Class A Voting Common Stock and Class B Non-Voting Common Stock. The Class A Voting Common Stock shall consist of 2,000,000 shares, each share of which shall be entitled to one vote on each matter brought before the shareholders. The Class B Non-Voting Common Stock shall consist of 8,000,000 shares, each share of which shall have no voting rights other than as required by law.

2. Upon filing of this Amended and Restated Certificate of Formation, each share of presently existing class A common stock and each share of presently existing common stock shall become one share of Class A Voting Common Stock.

ARTICLE V

The corporation will not commence business until it has received for the issuance of its shares consideration of the value of \$1,000.

ARTICLE VI

Cumulative voting of shares for directors is prohibited.

ARTICLE VII

The street address of the corporation's registered office is 3625 N. Hall St. # 1100, Dallas, TX 75219, and the name of its registered agent at such address is Thomas F. Moroch.

ARTICLE VIII

The number of directors currently constituting the board of directors is five (5), and the names and addresses of the persons who are to serve as directors until the next annual meeting of the shareholders or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
Thomas F. Moroch	3625 N. Hall St. # 1100 Dallas, TX 75219
Patrick P. Kempf	3625 N. Hall St. # 1100 Dallas, TX 75219
Robert L. Boswell	3625 N. Hall St. # 1100 Dallas, TX 75219
Bradley A. Ball	3625 N. Hall St. # 1100 Dallas, TX 75219
Jerrie A. Van Gelder	3625 N. Hall St. # 1100 Dallas, TX 75219

ARTICLE IX

No shareholder of the corporation shall, by reason of his holding shares of any class of stock of the corporation, have any preemptive or preferential right to purchase or subscribe for any shares of any class of stock of the corporation, now or hereafter to be authorized, or any notes, debentures, bonds or other securities convertible into or carrying options, warrants or rights to purchase shares of any class, now or hereafter to be authorized, whether or not the issuance of any such shares or such notes, debentures, bonds or other securities would adversely affect the dividend or voting rights of any such shareholder, other than such rights, if any, as the Board of Directors, at its discretion, from time to time may grant, and at such price as the Board of Directors at its discretion may fix; and the Board of Directors may issue shares of any class of stock of the corporation or any notes, debentures, bonds or other securities convertible into or carrying options, warrants or rights to purchase shares of any class of stock without offering any such shares of any class of stock or such notes, debentures, bonds or other securities either in whole or in part to the existing shareholders of any class of stock.

ARTICLE X

1. Limitation of Director Liability. A director of the corporation shall not be liable to the corporation or its shareholders for monetary damages for any act or omission in the director's capacity as a director, except that this provision does not eliminate or limit the liability of a director to the extent the director is found liable under applicable law for:

- A. a breach of the director's duty of loyalty to the corporation or its shareholders;
- B. an act or omission not in good faith that constitutes a breach of duty of the director to the corporation or that involves intentional misconduct or a knowing violation of the law;
- C. a transaction from which the director received an improper benefit, regardless of whether the benefit resulted from an action taken within the scope of the director's duties; or
- D. an act or omission for which the liability of the director is expressly provided for by an applicable statute.

If the TBOC is amended to authorize action further eliminating or limiting the liability of directors, then the liability of a director of the corporation shall automatically be eliminated or limited to the fullest extent permitted by the TBOC as so amended. Any repeal or modification of this Article X.1. shall not adversely affect any right of protection of a director of the corporation for acts or omissions that occurred before such repeal or modification.

2. Indemnification and Insurance.

A. Subject to the limitations and conditions as provided in this Article X.2., each person who was or is made a party or is threatened to be made a party to or is involved in any threatened, pending or completed action or other proceeding, whether civil, criminal, administrative, arbitrative or investigative, or any appeal in such a proceeding or any inquiry or investigation that could lead to such a proceeding (hereinafter a "proceeding"), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director or officer of the corporation or while a director or officer of the corporation is or was serving at the request of the corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic corporation, limited liability company, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise shall be indemnified by the corporation to the fullest extent permitted by the TBOC, as the same exists or may hereafter be amended against judgments, penalties (including excise and similar taxes and punitive damages), fines, settlements and reasonable expenses (including, without limitation, attorneys' fees) actually incurred by such person in connection with such proceeding, and indemnification under this Article X.2. shall continue as to a person who has ceased to serve in the capacity which initially entitled such person to indemnity hereunder. The rights granted pursuant to this Article X.2. shall be deemed contract rights, and no amendment, modification or repeal of this Article X.2. shall have the effect of limiting or denying any such rights with respect to actions taken or proceedings arising prior to any such amendment, modification or repeal. It is expressly acknowledged that the indemnification provided in this Article X.2. could involve indemnification for negligence or under theories of strict liability.

B. The right to indemnification conferred in this Article X.2. shall include the right to be paid or reimbursed by the corporation the reasonable expenses incurred by a person of the type entitled to be indemnified above who was, is or is threatened to be made a named defendant or respondent in a proceeding in advance of the final disposition of the proceeding and without any determination as to the person's ultimate entitlement to indemnification; provided, however, that the payment of such expenses incurred by any such person in advance of the final disposition of a proceeding shall be made only upon delivery to the corporation of a written affirmation by such indemnified person of his or her good faith belief that he or she has met the standard of conduct necessary for indemnification under this Article X.2. and a written undertaking, by or on behalf of such person, to repay all amounts so advanced if it shall ultimately be determined that such indemnified person is not entitled to be indemnified under this Article X.2. or if such indemnification is prohibited by applicable law.

C. The right to indemnification conferred in this Article X.2. shall not be exclusive of any other right which a director or officer indemnified pursuant to this Article X.2. may have or hereafter acquire under any law (common or statutory), provision of this Amended and Restated Certificate of Formation or the Bylaws of the corporation, agreement, vote of shareholders or disinterested directors or otherwise.

D. The corporation may purchase insurance for the purpose of securing the indemnification of its directors and officers to the extent that such indemnification is allowed in this Article X.2. Such insurance may, but need not, be for the benefit of all directors and officers, and the purchase of any such insurance shall in no way limit the indemnification provisions of this Article X.2.

ARTICLE XI

Any action required by the TBOC to be taken at any annual or special meeting of the shareholders of the corporation, and/or any action that may be taken at any annual or special meeting of the shareholders of the corporation, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holder or holders of shares having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all shares entitled to vote on the action were present and voted. Such action shall be taken in accordance with the provisions of Section 6.201 of the TBOC, as amended.

ARTICLE XII

Notwithstanding any provision of the TBOC now or hereafter in force requiring for the approval of any action the affirmative vote of two-thirds, or any other percentage greater than a majority, of the outstanding shares entitled by law to vote thereon or of the outstanding shares of a class or series entitled by law to vote separately as a class or series thereon, such action may be authorized and taken by the affirmative vote of the holders of a majority of such outstanding shares, or such outstanding shares of a class or series, as applicable. Except as provided in the preceding sentence, in all other circumstances requiring the approval of the outstanding shares of a class or series, the vote of the holders of a majority of the shares entitled to vote and represented in person or by proxy at any shareholders' meeting at which a quorum is present shall be act of the shareholders. This provision shall not impair any other express provision of

this Amended and Restated Certificate of Formation or contractual rights granted by the Board of Directors that expressly require greater than a majority or class vote on certain corporate actions.

ARTICLE XIII

No contract or other transaction between the corporation and any person, firm, association or corporation and no act of the corporation, *shall, in the absence of fraud, be* invalidated or in any way affected by the fact that any of the directors of the corporation is pecuniarily or otherwise interested, directly or indirectly, in such contract, transaction or act, or is related to or interested in such person, firm, association or corporation as a director, shareholder, officer, employee, member or otherwise. Any director *so interested or related* who is present at any meeting of the Board of Directors or committee of directors at which action on any such contract, transaction or act is taken may be counted in determining the presence of a quorum at such meeting and the vote at such meeting of any such director may be counted in determining the approval of any such contract, transaction or act. No director *so interested or related* shall, because of such interest or relationship, be disqualified from holding his office or be liable to the corporation or to any shareholder or creditor thereof for any loss incurred by the corporation under or by reason of such contract, transaction or act, or be accountable for any gains or profits he may have realized therein.