

F90051
Florida Department of State
Division of Corporations
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
UNIPRESS CORPORATION**

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Corporate Filing Menu

NOV 17 2016

C. CARROTHERS

**ARTICLES OF AMENDMENT AND RESTATEMENT
OF
ARTICLES OF INCORPORATION
OF
UNIPRESS CORPORATION**

UNIPRESS CORPORATION (the "Corporation"), a corporation organized and existing under the laws of the State of Florida, in order to amend and restate its Articles of Incorporation as now in effect, in accordance with the requirements of Chapter 607, Florida Statutes, does hereby certify as follows:

The name of the Corporation is UNIPRESS CORPORATION and its Document Number with the Florida Department of State is F90051.

The Amended and Restated Articles of Incorporation filed together herewith are a complete restatement of the Corporation's Articles of Incorporation, and supersede in their entirety any and all prior Articles of Incorporation and amendments thereto filed with the State of Florida.

The Amended and Restated Articles of Incorporation filed together herewith were duly approved and adopted by the Sole Director and Sole Shareholder of the Corporation pursuant to a written consent in lieu of a meeting dated November 16, 2016; and the number of votes cast for approval and adoption of the Amended and Restated Articles of Incorporation was sufficient for approval.

These Amended and Restated Articles of Incorporation contain amendments that require shareholder approval. The amendments were approved and adopted by the Sole Shareholder of capital stock of the Corporation pursuant to a written consent in lieu of a meeting dated November 16, 2016, and the vote cast for the amendment by the Sole Shareholder of capital stock was sufficient for approval.

Immediately prior to the filing of these Articles of Amendment and Restatement of the Articles of Incorporation of the Corporation, the authorized capital stock of the Corporation consists of one thousand (1,000) shares of voting Common Stock, par value of \$1.00 per share, of which one hundred twenty-eight (128) are issued and outstanding, and one thousand (1,000) shares of Preferred Stock, par value of \$1,000.00 per share, of which zero (0) are issued and outstanding. These Articles of Amendment and Restatement of the Articles of Incorporation of the Corporation eliminate the preferred stock and cause the authorized capital stock of the Corporation to consist of one thousand (1,000) shares of Voting Common Stock, par value \$1.00 per share (the "Voting Common Stock"), and ten thousand (10,000) shares of Nonvoting Common Stock, par value \$1.00 per share (the "Nonvoting Common Stock").

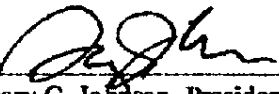
Upon the effectiveness of these Articles of Amendment and Restatement of the Articles of Incorporation and the recapitalization contemplated therein, the Sole Shareholder shall

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exchange each of his existing one hundred twenty-eight (128) shares of voting Common Stock in the Corporation for one (1) share of Voting Common Stock and ten (10) shares of Nonvoting Common Stock.

These Articles of Amendment and Restatement to the Articles of Incorporation of UNIPRESS CORPORATION shall be effective upon filing hereof with the Department of State of Florida.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment and Restatement of the Articles of Incorporation of UNIPRESS CORPORATION to be signed by Gary C. Johnson, its President, this 16 day of NOV. 2016.

By: 
Gary C. Johnson, President

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
UNIPRESS CORPORATION**

The undersigned hereby makes, subscribes, acknowledges and files with the Department of State of Florida these Amended and Restated Articles of Incorporation.

**ARTICLE ONE
NAME OF CORPORATION**

The name of the Corporation is: Unipress Corporation.

**ARTICLE TWO
EXISTENCE OF CORPORATION**

The Corporation shall have perpetual existence.

**ARTICLE THREE
PURPOSE**

The general purpose for which the Corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act (the "FBCA"), and any amendments thereto, and in connection therewith, the Corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

**ARTICLE FOUR
PRINCIPAL OFFICE AND MAILING ADDRESS OF CORPORATION**

The principal office and mailing address of the Corporation is located at 3501 Queen Palm Drive, Tampa, Florida 33619.

**ARTICLE FIVE
REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Corporation in the State of Florida is 3501 Queen Palm Drive, Tampa, Florida 33619, and the name of the registered agent of the Corporation at that address is: Gary C. Johnson. The Board of Directors of the Corporation may, from time to time, move the location of the registered office to any other address in Florida and change the registered agent.

ARTICLE SIX **CAPITAL STOCK**

A. **Authorized Capitalization.** The total number of shares of capital stock authorized to be issued by the Corporation shall be one thousand (1,000) shares of Voting Common Stock, par value \$1.00 per share (the "Voting Common Stock"), and ten thousand (10,000) shares of Nonvoting Common Stock, par value \$1.00 per share (the "Nonvoting Common Stock").

B. **Payment for Stock.** The consideration for the issuance of capital stock of the Corporation may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for the Corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to the Corporation at a fair valuation to be fixed by the Board of Directors of the Corporation. When issued, all shares of stock shall be fully paid and nonassessable.

C. **Voting.** The entire voting power of the Corporation shall be vested in the Voting Common Stock, each share of which shall entitle the holder thereof to one vote at each meeting of the shareholders of the Corporation. Except as otherwise provided by law, holders of the Nonvoting Common Stock shall not be entitled to any voting rights by virtue of such ownership. This distinction in voting rights shall be the sole difference between the Voting Common Stock and the Nonvoting Common Stock.

D. **Dividends.** Any dividends are to be shared among the holders of shares of outstanding Voting Common Stock and Nonvoting Common Stock on a share for share basis.

E. **No Preference in the Event of Liquidation.**

1. Upon the liquidation, dissolution or winding up of the business of the Corporation, whether voluntary or involuntary, the balance of any cash or assets remaining shall be distributed pro rata among the holders of the outstanding Voting Common Stock and the holders of the outstanding Nonvoting Common Stock on a share for share basis.

2. If any of the assets of the Corporation are to be distributed to shareholders other than in cash under this Section E or for any purpose, then the Board of Directors of the Corporation shall determine in good faith the value of such property, rights or securities.

ARTICLE SEVEN **BOARD OF DIRECTORS**

A. **Board of Directors.** The Board of Directors of the Corporation shall consist of not less than one (1) member, the exact number of directors to be fixed from time to time by the voting shareholders or the Corporation's Bylaws (the "Bylaws"). The business and affairs of the Corporation shall be managed by the Board of Directors, which may exercise all such powers of the Corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the shareholders. The Corporation shall reimburse the directors for all

reasonable out-of-pocket expenses (including travel and lodging) incurred by a director in connection with serving in the position.

B. Quorum of Board of Directors. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the bylaws of the Corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be shareholders. The voting shareholders of the Corporation may remove any director from office at any time with or without cause.

ARTICLE EIGHT

INDEMNIFICATION

The Corporation shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the Bylaws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board of Directors may from time to time deem appropriate or advisable.

ARTICLE NINE

SPECIAL MEETING OF SHAREHOLDERS

Except as otherwise required by law, special meetings of shareholders of the Corporation may be called only by (i) the Board of Directors pursuant to a resolution approved by a majority of the entire Board of Directors, (ii) the Corporation's President or (iii) the holders of at least a majority of the outstanding shares of Voting Common Stock of the Corporation. Notwithstanding anything contained in these Amended and Restated Articles of Incorporation to the contrary, this Article Nine shall not be altered, amended or repealed except by an affirmative vote of at least two-thirds of the outstanding shares of Voting Common Stock of the Corporation at a shareholders' meeting duly called for such purpose.

ARTICLE TEN

BYLAWS

The Board of Directors shall have the power to adopt, amend or repeal the Bylaws or any part thereof. The Bylaws may be altered, amended or repealed, and new bylaws may be adopted, by the affirmative vote of at least a majority of the outstanding shares of Voting Common Stock of the Corporation at a shareholders' meeting duly called for such purpose.

The Bylaws shall be for the governance of the Corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the Corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

ARTICLE ELEVEN
AFFILIATED TRANSACTIONS

The Corporation expressly elects not to be governed by Section 607.0901 of the FBCA, as amended from time to time, relating to affiliated transactions.

ARTICLE TWELVE
AMENDMENT


The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Amended and Restated Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the shareholders herein are subject to this reservation.

* * * *

[Signature Page Follows]

IN WITNESS WHEREOF, the Corporation has caused these Amended and Restated Articles of Incorporation to be executed as of Nov. 16th, 2016.

UNIPRESS CORPORATION

By 

Gary C. Johnson, President