

Division of Corporations

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AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
DEL-AIR HEATING, AIR CONDITIONING & REFRIGERATION, INC.

In accordance with Section 607.1007 of the Florida Business Corporation Act (the "Act"), the former Amended and Restated Articles of Incorporation of Del-Air Heating, Air Conditioning & Refrigeration, Inc., a Florida corporation (the "Corporation"), are hereby further amended and restated (as so amended and restated herein, the "Amended and Restated Articles of Incorporation") to read in their entirety as follows:

ARTICLE I

Name

The name of the Corporation is Del-Air Heating, Air Conditioning & Refrigeration, Inc.

ARTICLE II

Duration

This Corporation shall have perpetual duration unless sooner dissolved according to law.

ARTICLE III

Purpose and General Powers

The general purpose of the Corporation shall be the transaction of any and all lawful business for which corporations may be incorporated under the Act. The Corporation shall have all of the powers enumerated in the Act and all such other powers as are not specifically prohibited to corporations for profit under the laws of the State of Florida.

ARTICLE IV

Capital Stock

A. Number and Class of Shares Authorized; Par Value. The aggregate number of shares the Corporation has the authority to issue is Ninety Million (90,000,000) shares with a par value of One Cent (\$0.01) each. The Corporation shall have the following classes of shares more fully described below: (i) Class A common stock and (ii) Class B non-voting common stock.

(1) Class A Common Stock. The aggregate number of shares of Class A common stock (referred to in these Amended and Restated Articles of Incorporation as "Class A")

Common Stock”) which the Corporation shall have the authority to issue is Seventy-five Million (75,000,000) shares with a par value of One Cent (\$0.01) per share.

(2) Class B Non-Voting Common Stock. The aggregate number of shares of Class B non-voting common stock (referred to in these Amended and Restated Articles of Incorporation as “Class B Non-Voting Common Stock”) which the Corporation shall have the authority to issue is Fifteen Million (15,000,000) shares with a par value of One Cent (\$0.01) per share. The Class A Common Stock and the Class B Non-Voting Common Stock collectively may be referred to in these Amended and Restated Articles of Incorporation as “Common Stock.” Except as otherwise provided below in Section B(2), all shares of Class A Common Stock and Class B Non-Voting Common Stock shall be identical in all respects and shall entitle the holder thereof to the same preferences, limitations, and relative rights.

B. Description of Shares of Capital Stock.

(1) Dividend Rights.

As and when dividends are declared or paid thereon, whether in cash, property or securities of the Corporation, the holders of Class A Common Stock and the holders of Class B Non-Voting Common Stock shall be entitled to participate in such dividends ratably on a per share basis; provided, that if dividends are declared which are payable in shares of Class A Common Stock or Class B Non-Voting Common Stock, then dividends shall be declared which are payable at the same rate on each such class of Common Stock and the dividends payable in shares of Class A Common Stock shall be payable to holders of Class A Common Stock and dividends payable in shares of Class B Common Stock shall be payable to holders of Class B Common Stock.

(2) Voting Rights.

Except as otherwise required by applicable law, (i) each record holder of Class A Common Stock shall be entitled to one vote per share on all matters to be voted on by the stockholders of the Corporation, and (ii) each record holder of Class B Non-Voting Common Stock shall have no right to vote on any matter to be voted on by the stockholders of the Corporation. Holders of Class A Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

(3) Preemptive Rights.

Holders of Common Stock shall not have as a matter of right any preemptive or preferential right to subscribe for, purchase, receive, or otherwise acquire any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or of any bonds, debentures, notes, or other securities of the Corporation, whether or not convertible into shares of stock of the Corporation.

(4) Dissolution, Liquidation or Winding Up.

In the event of any liquidation, dissolution or winding up of the Corporation ("Liquidation Event"), either voluntarily or involuntarily, the holders of the Common Stock shall participate *pari passu* (ratably in proportion to the number of shares of stock held by them, respectively) in the distribution of the assets and funds of the Corporation available for distribution upon a Liquidation Event. For purposes of this Section B(4), a liquidation, dissolution, or winding up of the Corporation shall be deemed to include the occurrence of any of the following events: (A) the Corporation shall be merged into or consolidated with another corporation, or another corporation shall be merged into the Corporation, in either event where less than fifty percent (50%) of the total voting power of the surviving corporation is represented by shares held by persons who were stockholders of the Corporation immediately prior to the merger or consolidation; or (B) the Corporation shall have sold or leased all or substantially all of its assets to another corporation or to another entity or person.

(5) Adjustments.

If the Corporation in any manner subdivides or combines the outstanding shares of one class of stock, the outstanding shares of the other class of stock shall be proportionately subdivided or combined in a similar manner.

ARTICLE V

Principal Place of Business

The principal place of business and mailing address of the Corporation shall be 531 Codisco Way, Sanford, Florida 32771, or at such other address as determined by the Board of Directors from time to time.

ARTICLE VI

Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE VII

Amendment

This Corporation reserves the right to amend or repeal any provisions contained in these

Restated Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

#### ARTICLE VIII

##### Headings and Captions

The headings or captions of these various Amended and Restated Articles of Incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

The board of directors of the corporation recommended at a meeting of the board of directors on December 2, 2015 that the shareholders adopt the foregoing Amended and Restated Articles of Incorporation, and the shareholders approved the foregoing Amended and Restated Articles of Incorporation at a meeting of the shareholders of the corporation on December 2, 2015.

DEL-AIR HEATING, AIR  
CONDITIONING & REFRIGERATION,  
INC.

By: 

Robert G. DeHo Russo, President

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