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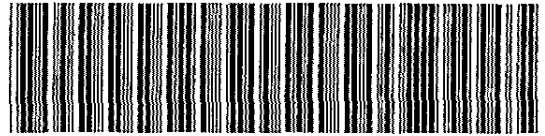
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02/07/05--01067--012 **43.75

Rs 2/14/05
Amend & best.

**FOX, WACKEEN, DUNGEY,
BEARD, SOBEL & McCLUSKEY, L.L.P.**

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February 4, 2005

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

Re: Jones and Company, Inc.

Ladies/Gentlemen:

I have enclosed the original and one copy of the Amended and Restated Articles of Incorporation for Jones and Company, Inc. Please file the Articles and return a certified copy to me in the envelope provided.

Also enclosed is our firm check in the amount of \$43.75, to cover the filing fees. Your assistance in this matter is appreciated and if you have any questions, please telephone me.

Sincerely,



Kim N. Kyle
Assistant to M. Lanning Fox

Enclosures

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
JONES AND COMPANY, INC.**

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1006 and 607.1007, Florida Statutes, the Articles of Incorporation of Jones and Company, Inc. (Document No. G46098) are hereby amended and restated to read as follows:

ARTICLE I

NAME

The name of this corporation shall be: Jones and Company, Inc.

ARTICLE II

ADDRESS OR PRINCIPAL OFFICE/MAILING ADDRESS

The street address of the principal office of this corporation shall be:

809 East Osceola Street
Stuart, Florida 34994

The mailing address of this corporation shall be:

400 Flamingo Avenue
Stuart, Florida 34996

ARTICLE III

TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE IV

PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V

CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of One Dollar (\$1.00) par value Class A common stock and one hundred (100) shares of One Dollar (\$1.00) par value Class B common Stock. These classes of stock are equal in preferences, limitations, and relative rights, except that each outstanding share of Class B stock shall be entitled to three votes on each matter submitted to a vote at a meeting of shareholders of this corporation, and Class B stock shall not be entitled to any dividends issued by this corporation after January 1, 2004, so long as there are no violations or uncured events of default under that certain Corporate Acquisition and Stockholders'

Agreement dated December 29, 2003, by and among this corporation and its shareholders (the "Agreement").

ARTICLE VI
REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation is:

3721 Doubleton Drive
Stuart, Florida 34997

The name of the registered agent of this corporation at that address is:

THOMAS DELATTRE

ARTICLE VII
DIRECTORS

This corporation shall have three directors. Class A shares shall be entitled to elect two (2) directors (the "Class A Directors"), and Class B shares shall be entitled to elect one (1) director (the "Class B Director"). The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the current Directors of this corporation are:

Class A Directors:

GREGORY BLOCK
1349 Dyer Point Road
Palm City, Florida 34990

DONALD R. PATNAUDE
2530 S.W. Mayacoo Way
Palm City, Florida 34990

Class B Director:

THOMAS W. DELATTRE
3721 Doubleton Drive
Stuart, Florida 34997

The Class A Directors each shall have one (1) vote and the Class B Director shall have three (3) votes on each matter submitted to a vote of the directors until January 1, 2011, when the votes of the Class B Director shall be reduced to two (2) on each such matter if there are no violations or uncured events of default under the terms of the Agreement. The following matters shall require approval by a majority of the votes of all of the directors of the corporation and also by a majority of the separate votes of each the Class A Directors and the Class B Director: (A) amendment of the Articles of Incorporation of this corporation, (B) amendment of the By-Laws of this corporation, (C) dissolution of this corporation, (D) reorganization or recapitalization of this corporation, by merger or otherwise, (E) sale by this corporation of all or substantially all of its assets, (F) issuance

or redemption of the shares of Class A or Class B common stock of this corporation, (G) termination by this corporation of any employee, agent or consultant of this corporation who is the owner of any shares of Class A or Class B common stock of this corporation, or (H) reduction of the compensation or perquisites by this corporation to any employee, agent or consultant of this corporation who is the owner of any shares of Class A or Class B common stock of this corporation.

ARTICLE VIII INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, in the manner set out and provided for pursuant to the provisions of Section 607.0850 of the Florida Statutes, as amended.

These Amended and Restated Articles of Incorporation were adopted by the Board of Directors and approved by the shareholders of this corporation on January 1, 2004, and the number of votes cast for the amendment by the shareholders was sufficient for approval.

The undersigned authorized officer of this corporation has executed these Amended and Restated Articles of Incorporation this 1st day of January, 2004, at Stuart, Florida.


THOMAS W. DELATTRE, President