

G48447

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

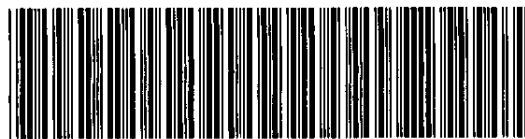
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



900242598319

RECEIVED
DEPARTMENT OF STATE
12 DEC 14 PM 2:55

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
12 DEC 14 PM 3:05

Amended
&
Restated

DEC 14 2012

T. BROWN

FLORIDA FILING & SEARCH SERVICES, INC.

P.O. BOX 10662 TALLAHASSEE, FL 32302

155 Office Plaza Dr Ste A Tallahassee FL 32301

PHONE: (800) 435-9371; FAX: (866) 860-8395

DATE: 12/13/12

NAME: D. DIZNEY DOUBLE DIAMOND, INC

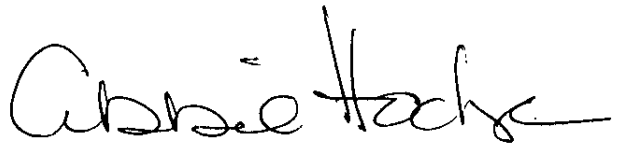
TYPE OF FILING: AMENDED AND RE-STATED ARTICLES

COST: 35.00

RETURN: plain copy please

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 DEC 14 PM 3:05

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
D. DIZNEY DOUBLE DIAMOND, INC.**

The Articles of Incorporation of DIZNEY DOUBLE DIAMOND, INC. (the "Corporation") were filed by the Florida Secretary of State on the 13th day of July, 1983 and assigned charter number G48447. Those articles of incorporation, through the date of this filing, have not been amended save and except on December 13, 2012, wherein the Articles were amended to change the name of the Corporation. The Board of Directors and all of the shareholders, as of December 14, 2012, approved the amendment and restatement of the Articles of Incorporation as set forth herein.

The text of the existing Articles of Incorporation, as amended, is deleted in its entirety, and the following is substituted in place thereof:

**ARTICLE I
Name of the Corporation**

The name of the Corporation is:

D. DIZNEY DOUBLE DIAMOND, INC.

**ARTICLE II
Stock**

The aggregate number of shares of stock of all classes which the Corporation has authority to issue is ten thousand (10,000) shares, each having a par value of \$.01 per share, which are divided into two classes: one hundred (100) shares of Class A (voting) common stock; and nine thousand nine hundred (9,900) shares of Class B (non-voting) common stock. Class A shares and Class B shares have identical rights and privileges, including identical rights to

distributions and liquidation, except, unless otherwise required by the Florida Business Corporation Act (the "Act"), Class B shares have no voting rights. Effective upon the filing of these Amended and Restated Articles of Incorporation, each issued and outstanding share of common stock shall be converted into (a) a single share of Class A common stock and (b) ninety-nine (99) shares of Class B common stock.

ARTICLE III
Registered Agent

The name of the registered agent and street address of the initial registered office of the Corporation are:

Elizabeth K. Chesser
603 Main Street
Windermere, Florida 34786

ARTICLE IV
Principal Office

The mailing address of the principal office of the Corporation is:

P.O. Box 1100
Windermere, Florida 34786-1100

ARTICLE V
Purpose and Powers

The Corporation has all the powers conferred upon a corporation organized under the provisions of the Act and has all powers necessary, proper, convenient or desirable in order to fulfill and further the purposes of the Corporation. Without limitation, to the foregoing, the Corporation may exercise all of the powers afforded it under the Act, including but not limited to:

- (1) Sue and be sued, complain and defend in its name;
- (2) Have a seal, which may be altered at will, and to use it, or a facsimile, by impressing or affixing it or in any other manner reproducing it;

(3) Make and amend Bylaws (not inconsistent with its Articles of Incorporation, the Act or the laws of the State of Florida including the Act), for managing its business and regulating its business affairs;

(4) Purchase, receive, lease or otherwise acquire, and own, hold, improve, and otherwise deal with, real or personal property, or any legal or equitable interest in property, wherever located;

(5) Sell, convey, mortgage, pledge, lease, exchange and otherwise dispose of all or any part of its property;

(6) Purchase, receive, subscribe for or otherwise acquire; own, hold, vote, use, sell, mortgage, lend, pledge or otherwise dispose of; and deal in and with shares or other interests in, or obligations of, any other entity;

(7) Make contracts and guarantees, incur liabilities, borrow money, issue its notes, bonds and other obligations (which may be convertible into or include the option to purchase other securities of the Corporation), and secure any of its obligations by mortgage or pledge of any of its property, franchises or income;

(8) Lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment;

(9) Be a promoter, partner, member, associate or manager of any corporation, limited liability company, partnership, joint venture, trust or other entity;

(10) Conduct its business, locate offices and exercise the powers granted within or without the State of Florida;

(11) Appoint officers, employees and agents, define their duties, fix their compensation, and lend them money and credit;

(12) Pay pensions and establish pension plans, pension trusts, profit sharing plans, share bonus plans, share option plans and benefit or incentive plans for any or all of its current or former directors, officers, employees and agents;

(13) Purchase and/or maintain life insurance policies for any or all current or former directors, officers, employees and agents;

(14) Make donations for the public welfare or for charitable, scientific or educational purposes;

(15) Transact any lawful business that may aid governmental policy;
and

(16) Make payments or donations, or do any other act not inconsistent with law, that furthers its business and affairs.

ARTICLE VI
Director Liability

A director shall not be liable to the Corporation or its shareholders for monetary damages for any act or omission constituting a breach of his duties as a director unless such act or omission: (1) is one in which the director has a personal financial interest which is in conflict with the financial interests of the Corporation or its shareholders; (2) is not in good faith, involves intentional misconduct, or is known to the director to be in violation of law; (3) is a vote for or assent to a distribution made in violation of these Articles of Incorporation which renders the Corporation unable to pay its debts as they become due in the usual course of business or which results in the Corporation's total liabilities exceeding its total assets; or (4) is a transaction from which the director derived an improper benefit.

ARTICLE VII
Preemptive Rights

The shareholders of the Corporation shall not have preemptive rights.

ARTICLE VIII
Voting for Directors

Directors are elected by a plurality of the votes cast by the shares entitled to vote in the election of directors.

ARTICLE IX
Shareholder Action by Unanimous Written Consent

Any action required or permitted to be taken at a shareholders' meeting may be taken without a meeting if the action is unanimously approved by the shareholders entitled to vote thereon.

ARTICLE X
Indemnification

(1) Each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative ("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 is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by Florida law, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said Statutes permitted the Corporation to provide prior to such amendment), against all expenses, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith.

(2) Provided, however, that the Corporation shall indemnify any such person seeking indemnity in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the board of directors of the Corporation.

(3) The rights set forth in paragraphs (1) and (2) above shall be contract rights and include the right to be paid expenses incurred in defending any such proceedings in advance of final disposition, provided, however, that the payment of such expenses incurred by a director or

officer in his or her capacity as a director or officer (and in any other capacity in which service was or is rendered by such person while a director or officer, including, without limitation, service to an employee benefit plan) shall be made only upon determination:

(a) by majority vote of a quorum of the board of directors consisting of directors who are not, at the time, parties to the proceeding; or

(b) if a quorum cannot thereby be obtained, by majority vote of a committee duly designated by the board of directors, consisting solely of two (2) or more directors who are not, at the time, parties to the proceeding; or

(c) by special legal counsel selected by quorum of the board of directors consisting of directors who are not, at the time, parties to the proceeding, or if such quorum of the Board of Directors cannot be obtained, then by majority vote of the full board of directors; or

(d) by the vote of shares not owned or voted under the control of directors who are at the time parties to the proceeding that such person:

- (i) conducted himself in good faith; and
- (ii) reasonably believed.

(A) in the case of conduct in his official capacity with the Corporation, that his conduct was in the Corporation's best interests; or

(B) in all other cases that his conduct was at least not opposed to the best interests of the Corporation; provided, however, that in the case of any criminal proceeding, the officer or director must show that he had no reasonable cause to believe such conduct was unlawful.

(4) Any payment of expenses authorized under paragraphs (1-3) above, shall be made in advance of the final disposition of such proceeding as defined above, upon

(a) such person's provision to the Corporation of a written affirmation of his good faith belief that he has met the standard of conduct described in paragraph (3) above; and

(b) such person's provision to the Corporation of a written undertaking, executed personally or on his behalf, unsecured, to repay the advance if it is ultimately determined that he did not meet the standard of conduct described in paragraph (3) above; and

(c) the board of directors, sitting as a whole, determines upon the facts then known that such facts would not preclude indemnification of such person pursuant to Florida law.

(5) Notwithstanding the provisions of paragraphs (1-4) above, the Corporation shall indemnify a director or officer who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which such person was a party because of his present or past officer's or director's duties to the Corporation, against reasonable expenses incurred by him/her in connection with the proceeding. Further, in the event that a claim under paragraphs 4 (a-e) hereinabove is not paid in full by the Corporation within 45 days after a written claim has been received by the Corporation, the claimant may apply to the court conducting or which did conduct the proceeding, or to any other court of competent jurisdiction, for indemnification pursuant to the terms and conditions of Florida law.

(6) The rights conferred on any person by paragraphs (1-5) shall not be exclusive of any other right which such person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, by-laws, agreement, vote of stockholders or disinterested directors or otherwise.

(7) The Corporation may purchase and maintain insurance on behalf of an individual who is or was an officer or director of the Corporation, or who, while an officer or director of the Corporation, is or was serving at the request of the Corporation as an officer, director, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, against liability asserted against or incurred by him in that capacity or arising from his status as an officer or director of the Corporation, whether or not the Corporation would have the power to indemnify such person against such expense, liability, or loss under Florida law.

ARTICLE XI
Shareholder Inspection Rights

The right of a shareholder to inspect the books and records of the Corporation shall be limited to those rights expressly provided in the Act, and no shareholder shall have additional inspection rights under the common law. An action brought by a shareholder seeking the inspection of the books and records of the Corporation may be brought only in the county in which the Corporation maintains its registered office in the State of Florida.

ARTICLE XII
Effective Time and Date

These Amended and Restated Articles of Incorporation are effective when they are filed by the Florida Secretary of State.

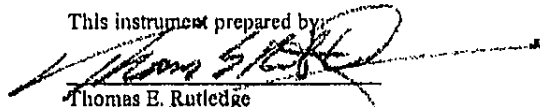
IN WITNESS WHEREOF, the duly authorized officer of Dizney Double Diamond, Inc., the name of which is hereby changed to D. Dizney Double Diamond, Inc., hereby executes these Amended and Restated Articles of Incorporation as of December 14, 2012.

D. DIZNEY DOUBLE DIAMOND, INC.
a Florida corporation

By: 

Donald R. Dizney, Chairman of the Board &
C.E.O.

This instrument prepared by:


Thomas E. Rutledge
STOLL-KEENON OGDEN PLLC
2000 PNC Plaza
500 West Jefferson
Louisville, Kentucky 40202
(502) 333-6000

426811.342479/893939.1