

G708602

(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



600242904176

12/27/12--01004--005 **52.50

FILED
12 DEC 27 AM 9:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended
Restated
Articles
1-10-13

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Florida Water Products, Inc.

DOCUMENT NUMBER: G70862

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Temple H. Drummond, Esq.

Name of Contact Person

Drummond Wehle LLP

Firm/ Company

6987 East Fowler Avenue

Address

Tampa, Florida 33617

City/ State and Zip Code

temple@dw-firm.com

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

For further information concerning this matter, please call:

Temple H. Drummond, Esq.

Name of Contact Person

at (813) 983-8000

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 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

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FLORIDA WATER PRODUCTS, INC.**

FILED
12 DEC 27 AM 9:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Board of Directors and the Shareholders of Florida Water Products, Inc. have adopted and approved the following provisions as the Amended and Restated Articles of Incorporation of this corporation.

ARTICLE I
Name

The name of this corporation shall be:

Florida Water Products, Inc.

ARTICLE II
Business and Purposes

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

ARTICLE III
Capital Stock

(a) The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 2,200 shares of common stock with a par value of \$0.01 per share, of which 200 shares shall be designated "Class A Voting Common Stock" and 2,000 shares shall be designated "Class B Nonvoting Common Stock."

(b) The relative rights, privileges and limitations of the shares of Class A Voting Common Stock and the Class B Nonvoting Common Stock shall be in all respects identical, share for share, except that the voting power for the elections of directors and for all other purposes shall be vested exclusively in the holders of the shares of Class A Voting Common Stock and, except as otherwise required by law, the holders of the shares of Class B Nonvoting Common Stock shall not have any voting power. Each share of Class A Voting Common Stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. Distributions of either shares of Class A Voting Common Stock or Class B Nonvoting Common Stock may, in the discretion of the Board of Directors, be made to the holders of either or both classes of shares.

(c) The consideration for the issuance of said shares of capital stock 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 this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

(d) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

(e) The Board of Directors of the Corporation shall have the authority to acquire by purchase and hold from time to time any shares of its issued and outstanding capital stock for such consideration and upon such terms and conditions as the Board of Directors in its discretion shall deem proper and reasonable in the interests of the Corporation.

ARTICLE IV

Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE V

Board of Directors

The Board of Directors of this corporation shall consist of not less than one (1) nor more than fifteen (15) members, the exact number of directors to be fixed from time to time by the stockholders or the bylaws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this 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 stockholders. 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 constitute 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 this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE VI

Bylaws

(a) The power to adopt the bylaws of this corporation, to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this corporation; provided, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by the stockholders, and the stockholders may prescribe in any bylaw made by them that such bylaw shall not be altered, amended or repealed by the Board of Directors.

(b) The bylaws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this 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 VII

Amendment of Articles of Incorporation

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

ARTICLE VIII

Affiliated Transactions

The provisions of Section 607.0901 of the Florida Business Corporation Act, relating to affiliated transactions, shall be inapplicable to this corporation.

**ARTICLES OF RESTATEMENT
OF THE
ARTICLES OF INCORPORATION
OF
FLORIDA WATER PRODUCTS, INC.**

FLORIDA WATER PRODUCTS, INC., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), in order to restate its Articles of Incorporation as now in effect (the "Articles of Incorporation") in accordance with the requirements of Section 607.1007, Florida Statutes, has executed and does hereby deliver these Articles of Restatement and does hereby certify as follows:

1. The name of the Corporation is **FLORIDA WATER PRODUCTS, INC.** and its Document Number with the Florida Department of State is G70862. These Articles of Restatement of the Articles of Incorporation of Florida Water Products, Inc. (these "Articles of Restatement") shall be effective upon filing hereof with the Department of State of the State of Florida.

2. The restatement of the Articles of Incorporation made hereby (the "Restatement") includes an Amendment of the Articles of Incorporation (the "Amendment"), which Amendment requires shareholder approval. Accordingly, the Restatement and the Amendment are being effected in accordance with Sections 607.1003, 607.1006 and 607.1007, Florida Statutes, upon approval of both the Corporation's board of directors (the "Board of Directors") and its shareholders (the "Shareholders").

3. The Board of Directors approved the Restatement and the Amendment by unanimous written consent on December 21, 2012. The Board of Directors submitted the Restatement and the Amendment for shareholder action, and the Restatement and the Amendment both were approved by the Shareholders on December 21, 2012. In accordance with Section 607.0704, Florida Statutes, approval by the Shareholders was obtained without a meeting, without prior notice, and without a vote by way of action taken by the holders of all then outstanding capital stock of the Corporation, such holders constituting the only voting group entitled to vote on the Restatement and the Amendment and such holders having not less than the minimum number of votes necessary to authorize and take such action at a meeting. The number of votes cast for the Amendment by the Shareholders was sufficient for approval. Such action is evidenced by a written consent describing the action taken, dated and signed by approving Shareholders having the requisite number of votes of the only voting group entitled to vote thereon, and delivered to the Corporation by delivery to its principal office in this state.

4. The Articles of Incorporation are hereby amended by substituting in their place and stead the Amended and Restated Articles of Incorporation attached hereto, the same constituting the text of the Amendment. Any reference in the Amendment to "these Articles of Incorporation" or any other reference of similar import shall be deemed a reference to the Articles of Incorporation as amended by the Amendment.

5. The Amendment requires a conversion and reclassification of issued shares. Immediately prior to the effectiveness of the Amendment, the authorized capital stock of the Corporation consists of 7,500 shares of common stock ("Original Common Stock"), of which 2,400 shares are issued and outstanding. The Amendment causes the authorized capital stock of the Corporation to consist of 200 shares of Class A Voting Common Stock ("Class A Common Stock"), par value \$0.01 per share, and 2,000 shares of Class B Nonvoting Common Stock ("Class B Common Stock"), par value \$0.01 per share. Upon the effectiveness of these Articles of Restatement and the Amendment, each 24 issued and outstanding shares of Original Common Stock shall be automatically converted and reclassified into 1 issued and outstanding shares of Class A Common Stock and 10 shares of Class B Common Stock, and every option or other right to purchase or otherwise acquire a share of Original Common Stock shall be automatically converted and reclassified into an identical option or other right to purchase or otherwise acquire .041666666 shares of Class A Common Stock and .416666666 shares of Class B Common Stock, in each case without necessity of any other or further action by or on the part of the Corporation or any other person.

IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed these Articles of Restatement of the Articles of Incorporation of Florida Water Products, Inc. as of the 21 day of December, 2012.

FLORIDA WATER PRODUCTS, INC.

By: 

Susan J. Mozas-Cahn, President