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C T CORPORATION SYSTEM
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660 East Jefferson Street
Address
Tallahassee, Florida 32301
City State Zip Phone

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CORPORATION(S) NAME

FGPI-1 Inc.

Changed name to:

Figgie Risk Management Co.

permitted
to add
X0000 Name
12-20-96
PC

- ☐ Profit
☐ NonProfit
☐ Limited Liability Company
☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Limited Liability Partnership
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AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

This Amended and Restated Certificate of Incorporation changes the name of FGPI-1, INC. to Figgie Risk Management Co. and otherwise amends, restates, and integrates the original Certificate of Incorporation of FGPI-1, INC. That original Certificate of Incorporation was filed with the Secretary of State of Florida on March 31st, 1986. This Amended and Restated Certificate of Incorporation has been duly adopted by unanimous written consent of the Board of Directors and shareholders at a meeting held on December 17, 1996.

ARTICLE I.

The name of the Corporation shall be Figgie Risk Management Co.

ARTICLE II.

The street address of the initial registered office of the corporation is c/o C T Corporation System, 8751 West Broward Boulevard, City of Plantation, Florida 33324, and the name of its initial registered agent at such address is C T CORPORATION SYSTEM.

ARTICLE III.

The nature of the business or purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE IV.

1. *Total Stock.* The total number of shares of stock which the Corporation shall have authority to issue is one thousand (1,000) shares of Class A Common Stock each with a par value of \$1.00, and one hundred seventy seven (177) shares of Class B Common Stock without a par value.

2. *Common Stock.* The shares of Common Stock may be issued from time to time for such consideration, no less than the par value thereof and upon such terms as from time to time shall be determined by the Board of Directors.

a. *Redemption.*

(1) Subject to the provisions hereof, the holders of the Class B Common Stock shall collectively have the right on and after December 31, 2001, to require the Corporation to redeem all outstanding shares of Class B Common Stock for the "Redemption Value", such amount to be calculated as 15% of the Net Equity of the Corporation at the date of redemption in excess of the Net Equity at the date of issuance divided by the total number of shares of Class B Common Stock outstanding at such time; provided, however, in no event shall such Redemption Value exceed \$600,000 in the aggregate for all Class B Common Stock.

(2) In calculating the Redemption Value of the Class B Common Shares, the Net Equity of the Corporation shall be determined from the balance sheet of the Corporation (the "Redemption Balance Sheet") as of the last day of the calendar month immediately preceding the month in which the notice of redemption is sent or received by the Corporation (the "Balance Sheet Date"). The term "Net Equity" shall mean the sum of all items included in determining total assets as shown on the asset side of the Redemption Balance Sheet, less the sum of all items included in determining total liabilities as shown on the liability side of the Redemption Balance Sheet. The method of accounting for the Corporation shall be generally accepted accounting principles (except that no current or deferred income tax shall be taken into account) consistently applied from the effective date of this Amended and Restated Certificate of Incorporation.

(3) Subject to the provisions hereof, the Class B Common Stock may be redeemed on and after December 15, 2002, in whole, at the option of the Corporation, by the vote of its Board of Directors under any requirement for redemption fixed by the Board of Directors upon the following additional conditions:

(a) Each share of the Class B Common Stock shall be redeemable by the Corporation for the Redemption Value as determined in accordance with Section 2.a.(1) of this Article IV.

(b) Notice of any proposed redemption shall be mailed by the Corporation, postage prepaid, not less than Twenty (20) days nor more than Fifty (50) days prior to the date fixed for redemption, to each holder of record of such Class B Common Stock to be redeemed at such holder's address as the same shall appear on the books of the Corporation. The notice of redemption shall state the shares to be redeemed, the date fixed for

redemption, the Redemption Value as determined in accordance with Section 2.a.(1) of this Article IV and the place at which the shareholders may obtain payment of the Redemption Value upon surrender of their respective share certificates.

3. *Voting Rights.* All voting rights shall be vested in the holders of Common Stock. At the election of the directors, the holders of the Class B Common Stock shall be entitled as a class to elect one (1) of the directors of the Corporation, and the holders of the Class A Common Stock shall be entitled to elect the remaining directors.

4. *Preemptive Rights.* Each shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the par value thereof, a pro rata portion of:

(a) Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Certificate of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or

(b) Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

5. *Dissolution, liquidation, winding up.* If, in the event of any voluntary dissolution, liquidation or winding up of the affairs of the Corporation, any distributable assets remain after satisfaction of all legal obligations of the Corporation, those assets shall be distributed ratably to the holders of each Class of Common Stock of the Corporation

ARTICLE V.

The minimum amount of capital with which the Corporation shall commence business is one thousand dollars (\$1,000).

ARTICLE VI.

The name and mailing address of each original incorporator is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Kathryn H. Stevenson	1030 - 15th Street, N.W. Washington, D.C. 20005
Marilyn Lizzio	1030 - 15th Street, N.W. Washington, D.C. 20005
Richard T. Rizzi	1030 - 15th Street, N.W. Washington, D.C. 20005

ARTICLE VII.

The Corporation shall have perpetual existence.

ARTICLE VIII.

The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever, and shall be exempt from corporate liability.

ARTICLE IX.

The furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

- (a) To make, alter, amend and rescind the Bylaws of the Corporation.
- (b) To set apart out of any of the available funds of the Corporation such reserves for proper purposes as the Board of Directors may deem expedient, and to abolish any such reserves.
- (c) To determine the use and distribution of any surplus and net profits.
- (d) To authorize and cause to be executed and delivered, without limit as to amount, mortgages and instruments of pledge of, and other instruments creating liens upon, the real and personal property of the Corporation.

(e) From time to time, to determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the Corporation (other than the stock ledger) or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any account or book or document of the Corporation, except as conferred by statute, or authorized by the directors or by a resolution of the stockholders.

(f) By resolution or resolutions, passed by a majority of the whole Board, to designate one or more committees, each committee to consist of two or more of the directors of the Corporation, which, to the extent provided in said resolution or resolutions or in the Bylaws of the Corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation, and may have power to authorize the seal of the Corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the Bylaws of the Corporation or as may be determined from time to time by resolution adopted by the Board of Directors.

(g) When and as authorized by the affirmative vote of the holders of a majority of the common stock issued and outstanding have voting powers given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding, the Board of Directors shall have power and authority to sell, lease or exchange all of the property and assets of the Corporation, including its goodwill, upon such terms and conditions and for such considerations, which may be in whole or in part shares of stock in, and/or other securities of, any other corporation or corporations as its Board of Directors shall deem expedient and for the best interests of the Corporation.

(h) To authorize and direct the payment of dividends and the making of other distributions by the Corporation in respect of shares of the issued and outstanding Common Stock at such times, in such amounts and forms, from such sources and upon such terms and conditions as it may, in its sole and absolute discretion, from time to time determine, subject only to the restrictions, limitations, conditions and requirements imposed by the Florida Corporation Act and by these Amended and Restated Articles of Incorporation. No holder of Class B Common Stock shall have the right to bring suit against the Corporation, The Board of Directors or any individual director seeking the payment of a dividend or the making of other distributions by the Corporation, any such right being waived by each holder of Class B Common Stock hereunder.

The Corporation may in its Bylaws confer powers and authority upon its Board of Directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon it by statute.

ARTICLE X.

No contract or other transaction between the Corporation and any other corporation and no act of the Corporation shall in any way be affected or invalidated by the fact that any of the directors of the Corporation are pecuniarily or otherwise interested in, or are directors of such other corporation.

ARTICLE XI.

The stockholders and Board of Directors shall have power, if the Bylaws so provide, to hold their meetings and to keep the books of the Corporation and documents and papers of the Corporation outside the State of Florida and have one or more offices within or without the State of Florida at such places as may be designated from time to time by the Board of Directors.

ARTICLE XII.

1. The Board of Directors of the Corporation shall consist of six (6) directors and such directors shall be divided into two classes. The first class of directors shall consist of one (1) director (the "Class B Common Stock Director") and only holders of Class B Common Stock shall be entitled to vote for the election or removal of the Class B Common Stock Director. The directors need not be residents of the State of Florida nor stockholders of the Corporation. The second class shall consist of the remaining directors comprising such class (the "Class A Common Stock Directors") and only holders of Class A Common Stock shall be entitled to vote for the election or removal of Class A Common Stock Directors. The directors, other than the first board of directors, shall be elected at the annual meeting of the shareholders, and each director elected shall serve until the next succeeding annual meeting and until his successor shall have been elected and qualified. The first board of directors shall hold office until the first annual meeting of shareholders.

2. Any vacancies on the Board of Directors among the Class A Common Stock Directors resulting from death, resignation, retirement, disqualification, removal from office or other cause shall be filled by a majority vote of the remaining Class A Common Stock Directors then in office, or if there

shall be no Class A Common Stock Directors remaining, by vote of the holders of Class A Common Stock at the next annual or special stockholders meeting. Any vacancy on the Board of Directors of the Class B Common Stock Director resulting from death, resignation, retirement, disqualification, removal from office or other cause shall be filled by vote of the holders of Class B Common Stock at the next annual or special stockholders meeting.

3. A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of laws, or (iii) for any transaction from which the director derived an improper personal benefit

4. 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 (hereinafter a "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 the Florida Corporation Act, 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 law permitted the Corporation to provide prior to such amendment), against all expense, 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 and such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that, except as provided in paragraph 5 hereof, the Corporation shall indemnify any such person seeking indemnification 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. The right to indemnification conferred in this Section shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that if the Florida Corporation Act requires, the payment of such expenses incurred by a director or officer in his or her capacity as a director or

officer (and not 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) in advance of the final disposition of a proceeding, shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Section or otherwise. The Corporation may, by action of its Board of Directors, provide indemnification to employees and agents of the Corporation with the same scope and effect as the foregoing indemnification of directors and officers.

5. If a claim under paragraph 4 of Article XII is not paid in full by the Corporation within thirty days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the Corporation) that the claimant has not met the standards of conduct which make it permissible under the Florida Corporation Act for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel, or its stockholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the Florida Corporation Act, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel, or its stockholders) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

6. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Section shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Certificate of Incorporation, bylaw, agreement, vote of stockholders or disinterested directors or otherwise.

7. The Corporation shall maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any such expense, liability or loss, whether or not the Corporation would have the power

to indemnify such person against such expense, liability or loss under the Florida Corporation Act.

ARTICLE XIII.

No Amendment of the Articles of Incorporation of the Corporation requiring a vote of the Shareholders under the Florida Corporation Act shall be effective unless approved by holders of each class of the Common Stock then issued and outstanding.

IN WITNESS WHEREOF, said FGPI-1, INC. has caused this certificate to be signed by Jerry Ferstman, its President and attested by Robert D. Vilsack, its Secretary, this 17th day of December, 1996.

By: 

ATTEST:

