

DEC. 30. 2009 5:26PM.  
Division of Corporations

TRENAM KEMKER

NO. 0945

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
THE FECHTEL COMPANY**

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**ARTICLES OF AMENDMENT AND RESTATEMENT  
OF THE  
ARTICLES OF INCORPORATION  
OF  
THE FECHTEL COMPANY**

**THE FECHTEL COMPANY**, a corporation organized and existing under the laws of the State of Florida (the "Corporation"), in order to amend and restate its Articles of Incorporation as now in effect, in accordance with the requirements of Chapter 607, Florida Statutes, does hereby certify as follows:

1. The name of the Corporation is The Fechtel Company and its Document Number with the Florida Department of State is J52561.

2. The Amended and Restated Articles of Incorporation filed together herewith are a complete restatement of the Corporation's Articles of Incorporation, and supersede the Corporation's Articles of Incorporation filed on January 29, 1987 and all amendments thereto.

3. The Amended and Restated Articles of Incorporation filed together herewith were duly adopted and approved by the joint written consent of the Board of Directors and the stockholders of the Corporation on December 30<sup>th</sup>, 2009. The number of votes cast for approval of the Amended and Restated Articles of Incorporation by the stockholders of the Corporation was sufficient for approval.

4. These Articles of Amendment and Restatement of the Articles of Incorporation of The Fechtel Company shall be effective upon filing hereof with the Department of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed these Articles of Amendment and Restatement of the Articles of Incorporation of The Fechtel Company as of the 30<sup>th</sup> day of December, 2009.

**THE FECHTEL COMPANY**

By: 

Vincent John Fechtel, III  
President

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
THE FECHTEL COMPANY**

**ARTICLE 1**

**Name**

The name of this corporation shall be:

**The Fechtel Company**

**ARTICLE 2**

**Principal Office and Mailing Address**

The address of the principal office and the mailing address of this corporation shall be:

**3036 West Bearss Avenue  
Tampa, Florida 33618**

**ARTICLE 3**

**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 Business Corporation Act of the State of Florida, 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.

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#### ARTICLE 4

##### Capital Stock

(a) Authorized Capitalization. The total number of shares of capital stock authorized to be issued by this corporation shall be 5,000 shares of Class A, voting common stock, par value \$0.01 per share (the "Voting Common Stock"), and 50,000 shares of Class B, nonvoting common stock, par value \$0.01 per share (the "Nonvoting Common Stock").

(b) Payment for Stock. The consideration for the issuance of capital stock of this corporation 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.

(c) Voting.

(i) The entire voting power of this corporation shall be vested in the Voting Common Stock, each share of which shall entitle the holder thereof to one vote at each meeting of the stockholders of this corporation. Except as otherwise provided by law, holders of the Nonvoting Common Stock shall not be entitled to any voting rights by virtue of such ownership. This distinction in voting rights shall be the sole difference between the Voting Common Stock and the Nonvoting Common Stock.

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

(d) Dividends. Any dividends are to be shared among the holders of shares of outstanding Voting Common Stock and Nonvoting Common Stock on a share for share basis.

(e) Preference in the Event of Liquidation.

(i) Upon the liquidation, dissolution or winding up of the business of this corporation, whether voluntary or involuntary, the balance of any cash or assets remaining shall be distributed pro rata among the holders of the outstanding Voting Common Stock and the holders of the outstanding Nonvoting Common Stock on a share for share basis.

(ii) A consolidation, merger or other similar reorganization of this corporation shall not be deemed to be a liquidation, dissolution or winding up of business for purposes of the proceeding paragraph.

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(f) Amendment. The provisions of this Article 4 of the Articles of Incorporation may be amended or modified only by the unanimous vote of the holders of the Voting Common Stock of this corporation.

### ARTICLE 5

#### Existence of Corporation

This corporation shall have perpetual existence.

### ARTICLE 6

#### 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 by-laws. 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 comprise 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 by-laws 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 7

#### By-Laws

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

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(b) The by-laws 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 8

##### Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Amended and Restated 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 9

##### Affiliated Transactions

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this corporation.

#### ARTICLE 10

##### Registered Agent and Registered Office

The registered office of this corporation shall be located at 3036 W. Bearss Avenue, Tampa, Florida 33618 and the registered agent of this corporation at such office shall be Vincent John Fechtel, III. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

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IN WITNESS WHEREOF, the undersigned officer has executed these Amended and Restated Articles of Incorporation on behalf of the corporation for the uses and purposes therein stated, this 30<sup>th</sup> day of December, 2009.

THE FECHTEL COMPANY

By: 

Vincent John Fechtel, III  
President

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TRENAM KEMKER

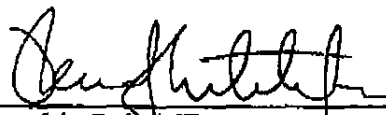
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**THE FECHTEL COMPANY**  
**ACCEPTANCE OF SERVICE AS REGISTERED AGENT**

The undersigned, **VINCENT JOHN FECHTEL, III**, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

**DATED** this 30<sup>th</sup> day of December, 2009.

  
\_\_\_\_\_  
Vincent John Fechtel, III

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