

K32844

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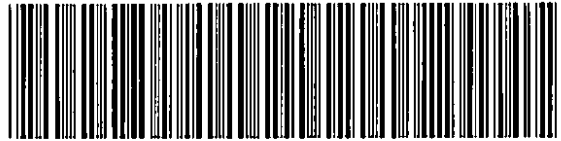
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NAME: TAXRESOURCES, INC

TYPE OF FILING: AMENDED AND RESTATED ARTICLES

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
TAXRESOURCES, INC.**

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SECRETARY OF CORPORATION
DIVISION OF CORPORATIONS

Pursuant to Section 607.1007 of the Florida Business Corporation Act (the "FBCA"), the undersigned, being the President and Chief Executive Officer of TaxResources, Inc., a Florida corporation (the "Corporation"), hereby certifies that:

FIRST: The Corporation's original Articles of Incorporation were filed with the Florida Department of State on September 12, 1988, Document No. K32844 (as amended, the "Original Articles").

SECOND: These Amended and Restated Articles of Incorporation were duly adopted and approved on May 21, 2018 by the Board of Directors of the Corporation and on July 18, 2018 by a majority of the outstanding voting shares of the Corporation pursuant to Sections 607.0821 and 607.0704, respectively, of the FBCA.

THIRD: The Original Articles are hereby amended and restated in their entirety to read as follows:

ARTICLE I. NAME

The name of the corporation is TaxResources, Inc. (the "Corporation").

ARTICLE II. PURPOSE

The Corporation is organized to transact any or all lawful business for which corporations may be incorporated under the FBCA as it now exists or may hereafter be amended or supplemented.

ARTICLE III. PRINCIPAL OFFICE AND MAILING ADDRESS

The street and mailing address of the principal office of the Corporation is 600 Coolidge Drive, Suite 300, Folsom, California 95630.

ARTICLE IV. REGISTERED OFFICE

The street address of the Corporation's registered office is 17888 67th Court North, Loxahatchee, Florida 33470. The name of the registered agent of the Corporation at that office is InCorp Services, Inc.

ARTICLE V. SHARES

The total number of shares that the Corporation is authorized to issue and have outstanding at any time is 50, all of which shall be common stock with a par value of \$0.001 per share.

Upon the filing and effectiveness pursuant to the FBCA of these Amended and Restated Articles of Incorporation (the "Effective Time"), each 485,000 shares of the Corporation's common stock, par value \$0.01 per share, issued and outstanding immediately prior to the Effective Time shall, automatically and without any action on the part of the respective holders thereof, be combined and converted into one (1) share of common stock, par value \$0.001 per share (the "Reverse Stock Split"). No fractional shares shall be issued at the Effective Time in connection with the Reverse Stock Split and, in lieu of any fractional shares to which a holder would otherwise be entitled, the Corporation shall make a cash payment equal to the product of (a) the fractional share to which the holder would otherwise be entitled and (b) the fair value of such fractional share as of the Effective Time as determined in good faith by the Board of Directors of the Corporation. The ownership of any fractional interests shall not entitle the holder thereof to any voting, dividend or other right, except the right to receive payment therefor as described above.

ARTICLE VI. DIRECTOR LIABILITY

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages to the Corporation or any other person for any statement, vote, decision or failure to act, regarding corporate management or policy, as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the FBCA.

ARTICLE VII. INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Corporation may indemnify, advance expenses, and hold harmless, to the fullest extent permitted by the FBCA and other applicable law as it presently exists or may hereafter be amended, any person (a "Covered Person") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal, by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, 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, enterprise, or nonprofit entity, including service with respect to employee benefit plans, against all liability, damages, and loss suffered and expenses (including attorneys' fees) actually and reasonably incurred by such Covered Person. Any amendment, repeal, or modification of this Article VII shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

* * *

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation on July 31, 2018.

A handwritten signature in black ink, appearing to read 'Mark D. Olander', is written over a horizontal line.

Mark D. Olander
President and Chief Executive Officer