

04/29/2014

13:35 MACFARLANE FERGUSON

(FAX) 727 442 4470

P.003/009

Division of Corporations

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K34028

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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Account Number : 071005001001
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P.001



April 29, 2014

FLORIDA DEPARTMENT OF STATE
Division of CorporationsAPEC REALTY CORP.
PO BOX 35
DUNEDIN, FL 34697-0035USSUBJECT: APEC REALTY CORP.
REF: K34028

sel
and shareholders
or

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

→ The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Darlene Connell
Regulatory Specialist IIFAX Aud. #: H14000098940
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Fax Audit No. (((H140000989403)))

RESTATED ARTICLES OF INCORPORATION

OF

APEC REALTY CORP.

ARTICLE I

Name

The name of this corporation is: APEC REALTY CORP.

ARTICLE II

Duration

The term of existence of this corporation shall be perpetual.

ARTICLE III

Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

Capital Stock

This corporation is authorized to issue 7,500 shares at One (\$1.00) Dollar par value common stock, which shall be designated "common shares". The consideration to be paid for

**Prepared by: J. Paul Raymond, Esq.
P. O. Box 1669
Clearwater, FL 33737
(727) 441-8966
Fla. Bar No. 169268**

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CLERK OF DISTRICT COURT
111 N. W. 10th St.
FORT LAUDERDALE, FL 33301

Fax Audit No. (((H14000985403)))

each share shall be fixed by the Board of Directors. Common stock of the corporation may be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1986.

All voting powers of this corporation shall be vested in the common stock above designated.

ARTICLE V

Preemptive Rights

Any shareholder, upon the sale, by the corporation, for cash of any new stock of this corporation shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

Principal Office and Registered Agent

The street address of the principal office of this corporation is 109 Shore Drive, Dunedin, FL 34698 and the name of the initial registered agent of this corporation is Karl Loeffler and that address is 109 Shore Drive, Dunedin, FL 34698.

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ARTICLE VII

Initial Board of Directors and Officers

This corporation may have up to 3 directors. The number of directors and/or officers may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the current director/officer of the corporation is: Karl Loeffler, Director/President, whose address is: 109 Shore Drive, Dunedin, FL 34698.

All voting powers of this corporation shall be vested in the common stock above designated.

ARTICLE VIII

Incorporators

The name and address of the person(s) signing these Articles is Karl Loeffler, 109 Shore Drive, Dunedin, FL34698, as authorized representative of the corporation.

ARTICLE IX

By-Laws

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

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ARTICLE X

Shareholder Quorum and Voting

Fifty-one (51%) percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one (51%) percent of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XI

Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, and, in addition to and not in limitation thereof, this corporation shall have the power to guarantee the performances of obligations of other persons, partnerships, corporations, or other entities.

ARTICLE XII

Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

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ARTICLE XIII

Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned sole shareholder and directed has executed these Restated Articles of Incorporation this 25th day of April, 2014



KARL LOEFFLER

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, having been designated as Registered Agent of APEC REALTY CORP. in its Articles of Incorporation, hereby accepts such designation and agrees to comply with the provisions of F.S. Section 48.091, relative to keeping the corporation's registered office open.

KARL LOEFFLER

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04/29/2014 13:34 MACFARLANE, FERGUSON
RX Date/Time 04/29/2014 09:31 727 734 7028
Apr 29 14 10:33a Karl

(FAX) 727 442 8470

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727-734-7028

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**APEC REALTY CORP.
CERTIFIED RESOLUTIONS**

The undersigned, constituting the sole shareholder and sole director of APEC REALTY CORP., a Florida corporation, (hereinafter the "Company") does hereby certify as follows:

By written action of the sole director and sole shareholder of the Company, duly taken in accordance with its Articles of Incorporation and Bylaws, the following resolutions were duly approved and adopted:

WHEREAS, the Company has been presented with proposed Restated Articles of Incorporation; and

WHEREAS, the Restated Articles of Incorporation do not contain any amendment requiring shareholder approval; and


WHEREAS, the undersigned has reviewed and considered the proposed Restated Articles of Incorporation,

NOW THEREFORE, be it

RESOLVED, that the sole director and sole shareholder has determined that it is in the best interests of the Company to adopt the Restated Articles of Incorporation.

FURTHER RESOLVED, that the Amended Articles of Incorporation are hereby approved and ratified.

IN WITNESS WHEREOF, I have hereunder set my hand as the sole director and the sole shareholder of APEC REALTY CORP. as of the 25th day of April, 2014.


Karl Loeffler, sole director and sole shareholder