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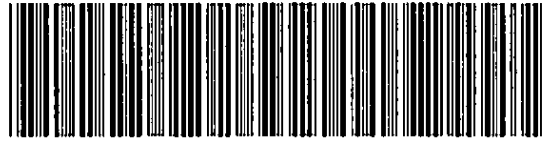
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SPERRY LAW FIRM

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Benjamin C. Sperry

September 22, 2021

VIA UPS

Amendment Section
Department of State
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, Florida 32303

RE: PATTERSON COMPANIES, INC.

Dear Sir or Madam:

Please find enclosed original and one copy of the Amended and Restated Articles of Incorporation of PATTERSON COMPANIES, INC., together with my firm check in the amount of \$35.00 to cover the filing fee.

Thank you for your attention to this matter.

Sincerely,

SPERRY LAW FIRM

By: 

Bruce J. Sperry

Enclosures
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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PATTERSON COMPANIES, INC.**

The undersigned, Stephen S. Howard, the President of PATTERSON COMPANIES, INC., a Florida corporation, hereby certifies that:

FIRST: He is the duly elected, qualified and acting Director, President and Secretary, respectively, of PATTERSON COMPANIES, INC., a Florida corporation.

SECOND: The Articles of Incorporation of said corporation was originally filed in the Office of the Secretary of State of the State of Florida on October 27, 1988 under the name Patterson Freight Systems, Inc.

THIRD: The Articles of Incorporation of said corporation were first amended on June 1, 1998.

FOURTH: The Articles of Incorporation of said corporation were amended a second time on January 29, 2015, wherein the name of the corporation was changed to PATTERSON COMPANIES, INC.

FIFTH: The foregoing amendment and restatement has been duly adopted by the Corporation's Board of Directors and the sole shareholder of the Corporation in accordance with Section 607.1007 of the Florida Business Corporation Act. *September 20th, 2021*

SIXTH: The Articles of Incorporation of said corporation is amended and restated to read in its entirety as follows:

ARTICLE I

The name of this corporation is PATTERSON COMPANIES, INC. (the "Corporation").

ARTICLE II

The address of the Corporation's principal office in the State of Florida is 204 East Terrace Drive, Plant City, Florida.

ARTICLE III

The Corporation may transact any and all lawful business for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE IV

The address of the Corporation's registered office in the State of Florida is 204 East Terrace Drive, Plant City, Florida. The name of the Corporation's registered agent at such address is Stephen S. Howard.

ARTICLE IV

A. Authorized Shares. The total number of shares which the Corporation is authorized to issue is 100,000 shares, par value \$10.00 per share, of which (i) 10,000 shares are designated as Class A Common Stock, par value \$10.00 per share, (the "Class A Common Stock") and 90,000 shares are designated as Class B Common Stock, par value \$10.00 per share, (the "Class B Common Stock").

All shares of Common Stock will be identical and will entitle the holders thereof to the same rights and privileges, except as otherwise provided herein. The designations, powers, preferences and relative, participating, optional and other special rights, and the qualifications, limitations and restrictions thereof with respect to the Common Stock are as set forth in this Article IV.

The Board of Directors is also authorized to increase or decrease the number of shares of any series prior or subsequent to the issue of that series, but not below the number of shares of such series then outstanding. In case the number of shares of any series shall be so decreased, the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series.

No shareholder of the Corporation shall have preemptive rights to purchase any Securities proposed to be issued by the Corporation. Cumulative voting for the election of directors shall not be permitted.

B. Definitions. As used in this Articles, the following capitalized terms have the following meanings:

"Applicable Law" with respect to any Person, means all provisions of laws, statutes, ordinances, rules, regulations, permits, certificates or orders of any Governmental Authority applicable to such Person or any of its assets or property or to which such Person or any of its assets or property is subject, and all judgments, injunctions, orders and decrees of all courts and arbitrators in proceedings or actions in which such Person is a party or by which it or any of its assets or properties is or may be bound or subject.

"Articles" means this Amended and Restated Articles of Incorporation, as amended from time to time.

"Board" and "Board of Directors" mean the Board of Directors of the Corporation.

"Class A Common Stock" has the meaning ascribed to it in Section A of this Article IV.

"Class B Common Stock" has the meaning ascribed to it in Section A of this Article IV.

"Common Stock" means, collectively, the common stock, par value \$10.00 per share of the Corporation, including the Class A Common Stock, the Class B Common Stock and any other class of capital stock of the Corporation hereafter authorized that is not preferred with respect to the rights of the holders thereof to participate in dividends or in the distribution of assets upon any Liquidation, dissolution or winding up of the Corporation over any other class of capital stock.

"Corporation" has the meaning ascribed to it in Article I.

"Governmental Authority" shall mean any federal, state, municipal or other governmental department, commission, board, bureau, agency or instrumentality, or any court, in each case, whether of the United States of America or any political subdivision thereof, or of any other country.

"Liquidation" means any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation.

"Person" shall be construed broadly and shall include without limitation an individual, a partnership, a corporation, an association, a joint stock company, a limited liability company,

a trust, a joint venture, an unincorporated organization and a Governmental Authority.

"Securities" means "securities" as defined in Section 2(a)(1) of the Securities Act and includes capital stock or other equity interests or any options, warrants or other Securities that are directly or indirectly convertible into, or exercisable or exchangeable for, capital stock or other equity or equity-linked interests, including phantom stock and stock appreciation rights.

"Securities Act" means the Securities Act of 1933, as amended, or any similar federal law then in force.

"Subsidiary" of any Person means any other Person (i) whose Securities having a majority of the general voting power in electing the board of directors or equivalent governing body of such other Person (excluding Securities entitled to vote only upon the failure to pay dividends thereon or the occurrence of other contingencies) are, at the time as of which any determination is being made, owned or controlled by such Person either directly or indirectly by such Person or through one or more other entities constituting Subsidiaries, (ii) more than a 50% interest in the profits, losses or capital of whom is, at the time as of which any determination is being made, owned or controlled by such Person either directly or indirectly by such Person or through one or more other entities constituting Subsidiaries or (iii) any Person whose assets, or portions thereof, are consolidated with the net earnings of such Person and are recorded on the books of such Person for financial reporting purposes in accordance with generally accepted accounting principles in the United States as in effect from time to time.

C. Common Stock. Except as otherwise provided herein or as may otherwise be provided by Applicable Law, the holders of Common Stock shall have exclusively all rights of shareholders, including (i) the right to receive dividends, when and as declared by the Board of Directors out of assets legally available therefor, and (ii) in the event of any voluntary or involuntary distribution of assets upon a Liquidation or otherwise, the right to receive ratably and equally (based upon the number of shares of Common Stock held by such holders) all the assets and funds of the Corporation after payment or provision for payment of the debts and other liabilities of the Corporation.

1. Voting Rights.

(a) Class A Common Stock. Except as set forth herein or as otherwise required by law, each outstanding share of Class A Common Stock shall be entitled to vote on each matter on which the shareholders of the Corporation shall be entitled to vote, and each holder of Class A Common Stock shall be entitled to one vote for each share of Class A Common Stock held by such holder. The Class A Common Stock shall possess full and complete voting power for the election of directors.

(b) Class B Common Stock. Except as set forth herein or as otherwise required by law, each outstanding share of Class B Common Stock shall not be entitled to vote on any matter on which the shareholders of the Corporation shall be entitled to vote, and shares of Class B Common Stock shall not be included in determining the number of shares voting or entitled to vote on any such matters.

2. Dividends and Distributions. Any dividend or distribution on the Common Stock shall be payable on shares of Class A Common Stock and Class B Common Stock, share and share alike; provided, however, that (i) in the case of dividends or distributions payable in shares of Common Stock of the Corporation, or options, warrants or rights to acquire shares of such Common Stock, or Securities convertible into or exchangeable for shares of such Common Stock, the shares, options, warrants, rights or Securities so payable shall be payable in shares of, or options, warrants or rights to acquire, or Securities convertible into or exchangeable for, Common Stock of the same class upon which the dividend or distribution is being paid and (ii) if such dividends or distributions consist of other voting Securities of the Corporation, the Corporation shall make available to each holder of Class B Common Stock, at such holder's request, dividends or distributions consisting of non-voting Securities of the Corporation which are otherwise identical to the voting Securities and which are convertible into or exchangeable for such voting Securities on the same terms as the Class B Common Stock is convertible into the Class A Common Stock.

3. Liquidation. In the event of any Liquidation of the Corporation, after payment or provision for payment of the debts and other liabilities of the Corporation, the holders of shares of Class A Common Stock and Class B Common Stock shall be entitled to share ratably (based on the number of shares of Common Stock held

by each such holder), share and share alike, in the remaining net assets of the Corporation.

ARTICLE V

The number of directors of the Corporation may be set by the bylaws, however the number of directors may not be less than one (1) director.

ARTICLE VI

Duplicate certificates of stock may be issued pursuant to this charter for such stock as may have been lost or destroyed, together with a bond of indemnity with satisfactory security as determined by the Board of Directors of the Corporation, conditioned upon loss in consequence of issue of said duplicate certificate.

ARTICLE VII

These Articles may be amended from time to time in the manner provided by the Florida Business Corporation Act.

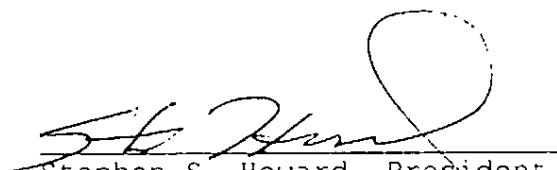
ARTICLE VIII

To the fullest extent permitted by applicable law, this Corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers, employees and agents (and any other persons to which the Florida Business Corporation Act permits this Corporation to provide indemnification) through bylaw provisions, agreements with such agents or other persons, vote of shareholders or disinterested directors or otherwise, with respect to action for breach of duty to the Corporation, its shareholders, and others.

Each person who was or is made a party or is threatened to be made a party to or is in any way involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), including any appeal therefrom, 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 a direct or indirect subsidiary of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another entity or enterprise, or was a director or

officer of a foreign or domestic corporation which was a predecessor corporation of the Corporation or of another entity or enterprise at the request of such predecessor corporation, shall be indemnified and held harmless by the Corporation, and the Corporation shall advance all expenses incurred by any such person in defense of any such proceeding prior to its final determination, to the fullest extent authorized by Law. In any proceeding against the Corporation to enforce these rights, such person shall be presumed to be entitled to indemnification and the Corporation shall have the burden of proving that such person has not met the standards of conduct for permissible indemnification. The rights to indemnification and advancement of expenses conferred by this Article VIII shall be presumed to have been relied upon by the directors and officers of the Corporation in serving or continuing to serve the Corporation and shall be enforceable as contract rights. Said rights shall not be exclusive of any other rights to which those seeking indemnification may otherwise be entitled. The Corporation may, upon written demand presented by a director or officer of the Corporation or of a direct or indirect subsidiary of the Corporation, or by a person serving at the request of the Corporation as a director or officer of another entity or enterprise, enter into contracts to provide such persons with specified rights to indemnification, which contracts may confer rights and protections to the maximum extent permitted by Law.

IN WITNESS WHEREOF, the undersigned has executed this Amended and Restated Articles of Incorporation on September 21, 2021.


Stephen S. Howard, President