

11/8/2018

Division of Corporations

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
THE REDLAND COMPANY, INC.**

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE REDLAND COMPANY, INC.**

Pursuant to the provisions of Sections 607.1006 and 607.1007 of the Florida Business Corporation Act (the "Act"), the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation is **THE REDLAND COMPANY, INC.**

**ARTICLE II
Principal Office and Mailing Address**

The principal office and mailing address of the corporation are:

48 N.E. 15th Street
Homestead, Florida 33030

**ARTICLE III
CORPORATE PURPOSES**

The Corporation is authorized to transact all lawful business as permitted under Florida law.

**ARTICLE III
CAPITAL STOCK**

The Corporation shall have the authority to issue a total of Ten Thousand (10,000) shares of no par value Common Stock in two separate series as follows:

- A. The Corporation shall have the authority to issue One Thousand (1,000) shares of Series A Voting Common Stock; and
- B. The Corporation shall have the authority to issue Nine Thousand (9,000) shares of Series B Non-Voting Common Stock.
- C. The sole difference between Series A Voting and Series B Non-Voting shall be the right to vote.

In accordance with the Plan of Recapitalization adopted in accordance with the Corporation's Bylaws, immediately upon filing of these Amended Articles with the Florida Department of State, each present shareholder of the Corporation shall exchange each share of Common Stock which he or she owns at the time of the filing for One (1) share of Series A Voting Common Stock and Nine (9) shares of Series B Non-Voting Common Stock.

The foregoing exchange is subject to the terms of the Plan of Recapitalization.

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ARTICLE IV
DIRECTORS

The corporation shall have no fewer than One (1) and no more than Five (5) Directors who shall be elected annually in accordance with the Bylaws. Directors may be voting or non-voting directors as nominated and elected by the voting shareholders in accordance with the bylaws.

ARTICLE V
PROHIBITIONS

No shareholder of this Corporation shall be entitled to pre-emptive rights.
No shareholder of this Corporation shall be entitled to cumulative voting.

ARTICLE VI
REGISTERED OFFICE AND AGENT

The address of the registered office of the corporation is,
23600 SW 162nd Avenue
Homestead, Florida 33031

The Registered Agent at that address is
Charles P. Munz

ARTICLE VII
AMENDMENT

These Articles of Incorporation may not be revised, amended or repealed except with the consent of no less than Two-Thirds (2/3rds) of the voting Shareholders of the Corporation.

Any provision affecting the rights of the Non-voting shareholders must be approved by a majority of the votes of the Non-Voting shareholders.

ARTICLE VIII
ADOPTION

These Amended and Restated Articles of Incorporation and Plan of Recapitalization were adopted by the written consent of the Shareholders and Directors of the Corporation on October 30, 2018, pursuant to Sections 607.0704 and 607.0821 of the Act. The number of shareholders voting in favor of the adoption of the Plan of Recapitalization was 100% of the shares eligible to vote. The number of directors voting for the adoption of the Plan of Recapitalization was in excess of the majority required for approval as required in the Bylaws.

These Amended and Restated Articles of Incorporation are intended to be effective on filing.

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Exhibit "A"PLAN OF RECAPITALIZATION

This Plan of Recapitalization is adopted by the Board of Directors of THE REDLAND COMPANY, INC. (the "Corporation") for presentation to Shareholders and adoption thereby as of the 30th day of October 2018.

ARTICLE I
PRESENT CAPITALIZATION

The authorized capital stock of the Corporation is One Thousand (1,000) shares of no par value Common Stock. According to the records of the Corporation there are presently Five Hundred (500) shares of Common Stock issued and outstanding and none are held in treasury.

ARTICLE II
THE PROPOSED PLAN OF RECAPITALIZATION

2.1 The Recapitalization.

Subject to the terms and conditions of this Plan of Recapitalization (the "Plan"), on October 30, 2018, each authorized share of Common Stock shall be exchanged for one (1) share of Series A Voting Common Stock and nine (9) shares of Series B Non-Voting Common Stock (the "Recapitalization").

2.2 The Exchange.

Upon the surrender to the Corporation of a certificate or certificates formally representing the Common Stock held prior to the Recapitalization, the holder of one or more certificates evidencing ownership of shares of Common Stock shall surrender his or her present certificates and in exchange shall receive certificates evidencing the recapitalization as follows:

SHARES

	Surrenders:	Receives:
Charles P. Munz, Trustee	450 Common Shares	450 Class A Voting Shares 4050 Class B Non-Voting Shares
Terry L. Munz, Trustee of the Charles P. Munz Irrevocable Spousal Trust	50 Common Shares	50 Class A Voting Shares 450 Class B Non-Voting Shares

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2.3 Articles of Incorporation of the Corporation. The Articles of Incorporation of the Corporation shall be amended on October 30, 2018 to incorporate the Plan of Recapitalization.

2.4 Bylaws of the Corporation. The Bylaws of the Corporation shall be amended by the Board of Directors to incorporate the changes required by the Amended and Restated Articles.

ARTICLE III
CONDITIONS PRECEDENT

3.1 Conditions Precedent to Consummation of the Recapitalization. The Recapitalization is subject to the satisfaction or waiver of each of the following conditions:

(a) Approval of the Plan. The approval of this Plan and all actions contemplated by this Plan by the Corporation's shareholders in accordance with the Act and the Articles of Incorporation and Bylaws of the Corporation.

(b) Approval of the Articles. The approval of the Articles of Amendment by the Corporation's shareholders and directors in accordance with the Act and the Articles of Incorporation and Bylaws of the Corporation.

(c) Litigation. No action, proceeding or investigation shall or has been instituted or threatened, on or prior to October 30, 2018, before any court or administrative body, to restrain, enjoin or otherwise prevent the consummation of this Plan or the transactions contemplated hereby or to recover any damages or obtain other relief as a result of this Plan, and no restraining order or injunction issued by any court of competent jurisdiction shall be in effect prohibiting the consummation of this Plan.

IN WITNESS WHEREOF, the Corporation, pursuant to authority duly given by its Board of Directors, has caused this Plan to be duly executed by its President.

THE REDLAND COMPANY, INC.,
a Florida corporation

By: _____

CHARLES P. MUNZ

Its: _____
Director/President

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