

L36535

Florida Department of State
Division of Corporations
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
ACR ELECTRONICS, INC.**

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DIVISION OF CORPORATIONS
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July 11, 2012

FLORIDA DEPARTMENT OF STATE
Division of Corporations

ACR ELECTRONICS, INC.
5757 RAVENSWOOD RD
FT LAUDERDALE, FL 33312US

SUBJECT: ACR ELECTRONICS, INC.
REF: L36535

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.

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

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.

Teresa Brown
Regulatory Specialist II

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ACR ELECTRONICS, INC.**

ARTICLE I

The name of the corporation is ACR Electronics, Inc. (the "*Corporation*").

ARTICLE II

The principal place of business and mailing address of the Corporation is 5757 Ravenswood Road, Fort Lauderdale, Florida 33312.

ARTICLE III

The purpose of the Corporation shall be any lawful purpose.

ARTICLE IV

The Corporation is authorized to issue one hundred (100) shares of Common Stock, par value \$0.001 per share.

ARTICLE V

The number of directors which shall constitute the whole Board of Directors (the "*Board*") of the Corporation shall be fixed by, or in the manner provided in, the bylaws of the Corporation.

ARTICLE VI

Elections of directors need not be by written ballot unless the bylaws of the Corporation shall so provide.

ARTICLE VII

In furtherance and not in limitation of the powers conferred by statute, the Board shall have the power to adopt, amend, repeal or otherwise alter the bylaws of the Corporation without any action on the part of the shareholders; provided, however, that any bylaws of the Corporation made by the Board and any and all powers conferred by any of said bylaws may be amended, altered or repealed by the shareholders in the manner provided in the bylaws of the Corporation.

ARTICLE VIII

To the fullest extent permitted by the Florida Business Corporations Act (the "*FBCA*"), as the same exists or may hereafter be amended, a director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director. Neither any amendment nor repeal of this ARTICLE VIII, nor the adoption of any provision of these Articles of Incorporation inconsistent with this ARTICLE VIII shall eliminate or reduce the effect of this ARTICLE VIII in respect to any

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matter occurring, or any cause of action, proceeding, suit or claim that, but for this ARTICLE VIII, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

ARTICLE IX

The Corporation shall, to the fullest extent permitted by applicable law, as it may be amended and supplemented from time to time, indemnify, and advance expenses to, any and all persons serving as members of the Board of this Corporation or any testator or intestate of any of the Corporation whom it shall have the power to indemnify under such law against any expenses, liabilities or other matters referred to in or covered by the FBCA, in excess of the indemnification and advancement otherwise permitted by Section 607.0850 of the FBCA.

The Corporation may indemnify, and advance expenses to, any officer, employee or other agent or any testator or intestate of any of the foregoing of this Corporation or any other person the FBCA permits the Corporation to indemnify to the fullest extent permitted by applicable law, through bylaw provisions, agreements with any such officer, employee or other agent or other person, vote of shareholders or disinterested directors, or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 607.0850 of the FBCA. The indemnification and advancement of expenses provided for in this ARTICLE IX shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in their official capacities and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person. Neither any amendment nor repeal of this ARTICLE IX, nor the adoption of any provision of these Articles of Incorporation inconsistent with this ARTICLE IX shall eliminate or reduce the effect of this ARTICLE IX in respect to any matter occurring, or any cause of action, proceeding, suit or claim that, but for this ARTICLE IX, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

ARTICLE X

Except as otherwise provided herein, these Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XI

The address of the registered agent of the Corporation in the State of Florida is CT Corporation System. The name of its registered agent at such address is 1200 South Pine Island Road, Plantation, FL 33324.

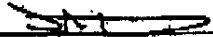
ARTICLE XII

The incorporator of these Amended and Restated Articles of Incorporation is David L. Rattner, 450 Park Avenue, New York, NY 10022.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has caused its name to be affixed to this document as of the date hereof.

ACR ELECTRONICS, INC.

By: 
Name: David L. Ratner
Title: Secretary

These Amended and Restated Articles of Incorporation were adopted by the Board of Directors of ACR Electronics, Inc. and approved by the sole shareholder of ACR Electronics, Inc. as of the Effective Time of the Agreement and Plan of Merger by and between Christopher Acquisition Corp. and ACR Electronics, Inc. on July 6, 2012.

(Signature Page to Amended and Restated Articles of Incorporation of ACR Electronics, Inc.)

DL-6401892

STATEMENT OF NEW REGISTERED AGENT
of
ARC ELECTRONICS, INC.

ACR Electronics, Inc., a Florida corporation, elects to change its registered agent from Corporation Service Company to CT Corporation System pursuant to Amended and Restated Articles of Incorporation, filed with the Florida Department of State on July 6, 2012. The address of CT Corporation System in Florida is 1200 South Pine Island Road, Plantation, FL 33324.

I, as an authorized person with CT Corporation System, hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

CT CORPORATION SYSTEM

By: Connie Bryan
Name: _____
Title: Connie Bryan
Assistant Secretary