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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
POOLS BY JOHN CLARKSON, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$35.00

FILED**2015 DEC 30 PM 12:27****SECRETARY OF STATE
TALLAHASSEE, FLORIDA****15 DEC 30 PM 3:50****RECORDED**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**RESTATED ARTICLES OF INCORPORATION***of***POOLS BY JOHN CLARKSON, INC.**

Pursuant to the provisions of Section 607.1006, Florida Statutes, Pools by John Clarkson, Inc., a Florida corporation (the "**Corporation**"), adopts the following Articles of Amendment and Restatement to its Articles of Incorporation:

1. The name of the Corporation is Pools by John Clarkson, Inc.
2. That the Articles of Incorporation of the Corporation are hereby amended and replaced in their entirety to read as follows:

**ARTICLE I
NAME**

The name of the Corporation is Pools by John Clarkson, Inc.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation in Florida is located at 600 St. Johns Bluff Road North, Jacksonville, Florida 32225.

**ARTICLE III
CAPITAL STOCK**

(a) Authorized Capital Stock. This Corporation is authorized to issue Ten Thousand (10,000) shares of common stock of par value of \$0.10 per share. One Hundred (100) shares shall be designated as Voting Common shares, and Nine Thousand Nine Hundred (9,900) shares shall be designated as Non-Voting Common shares. The preferences, limitations and relative rights of each of these classes of shares shall be identical, except for voting rights, as follows:

(i) Voting Common Shares. Each holder of Voting Common shares shall have one vote in respect of each share held, and the exclusive voting power with respect to the corporation shall be vested in the holders of the Voting Common shares. At all meetings of voting shareholders, a majority in number of shares entitled to vote at such meetings, present either in person or represented by proxy, shall constitute a quorum.

(ii) Non-Voting Common Shares. Except as otherwise expressly provided by law, the holders of Non-Voting Common shares shall have no voting rights and shall not be entitled to notice of meetings of shareholders, and the exclusive voting power with respect to the corporation shall be vested in the holders of Voting Common shares.

(b) Capital Stock. The capital of the Corporation shall be at least equal to the sum of the aggregate par value of all issued shares having par value plus such amounts as, from time to time, by resolution of the Board of Directors, may be transferred thereto.

(c) Corporate Liquidation and Dissolution. In the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of record of the common stock shall be entitled to receive distribution, ratably, of the remaining assets of the Corporation.

(d) Preemptive Rights. The Corporation elects not to have preemptive rights.

(e) Cumulative Voting. Cumulative voting shall not be permitted.

(f) Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by a written shareholders' agreement, impose such restrictions on the sale, transfer, or encumbrance of the stock of the Corporation as they may see fit.

ARTICLE IV REGISTERED OFFICE AND AGENT

The mailing address of the registered office of the Corporation is 600 St. Johns Bluff Road North, Jacksonville, Florida 32225, and the name of the registered agent of the Corporation at that address is John S. Clarkson.

ARTICLE V DIRECTORS

(a) Number. The Corporation shall have one (1) director. The number of directors may be changed from time to time pursuant to the bylaws adopted by the shareholders.

(b) Board of Directors. The name and address of the director of the Corporation are:

Jordan Clarkson

600 St. Johns Bluff Road North
Jacksonville, Florida 32225

(c) Indemnification. The Board of Directors is specifically authorized to provide for indemnification of directors, officers, employees and agents to the fullest extent permitted by law.

**ARTICLE VI
BYLAWS**

The Amended and Restated Bylaws of the Corporation shall be adopted by the Board of Directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

**ARTICLE VII
DURATION**

The Corporation shall exist perpetually.

3. The foregoing amendment was adopted, ratified and approved by the Board of Directors of the Corporation by unanimous Written Consent, effective as of December 30, 2015.

4. The foregoing amendment was adopted; ratified and approved by the Shareholders of the Corporation by unanimous Written Consent, effective as of December 30, 2015.

5. The foregoing amendment shall become effective as of the date these Articles of Amendment and Restatement are filed with the Secretary of State of Florida.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment and Restatement, this 30th day of December 2015.


John S. Clarkson, President