

L62972

Moore & Van Allen

(Requestor's Name)

(430 Davis Dr Suite 500)

PO BOX 13706

(Address)

Research Triangle, NC

(Address)

27709

(City/State/Zip/Phone #)

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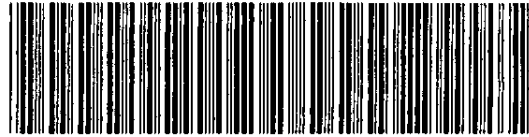
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11 APR 29 AM 9:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amended Petition  
5/6/11

**Moore & Van Allen**

April 27, 2011

Amendment Section  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

**Re: Lucor, Inc.**  
**Document No. L62972**

**Elisia P. Millett**  
Paralegal

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Moore & Van Allen PLLC

Suite 500  
430 Davis Drive  
PO Box 13706  
Research Triangle Park, NC 27709

*Courier:*  
Suite 500  
430 Davis Drive  
Morrisville, NC 27560

Dear Sir or Madam:

Enclosed for filing please find the Amended and Restated Articles of Incorporation of Lucor, Inc. Also included is a check in the amount of \$35 representing the filing fee. Once filed, please send an acknowledgment to my office at:

{ Elisia P. Millett  
Moore & Van Allen, PLLC  
PO Box 13706  
Research Triangle Park, NC 27709 } }

Please contact me directly with any questions at 919-286-8125.

Very truly yours,

**Moore & Van Allen PLLC**



Elisia P. Millett

Enclosures

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
LUCOR, INC.**

The undersigned, being the Chief Executive Officer of Lucor, Inc., a Florida corporation, hereby executes these Amended and Restated Articles of Incorporation of Lucor, Inc., a Florida corporation, on behalf of the Corporation, and further states as follows:

1. The Articles of Incorporation of this corporation shall be amended and restated to read in full as follows: “

**ARTICLE I**

**NAME**

The name of the Corporation shall be:

LUCOR, INC.

The principal place of business and mailing address of this Corporation shall be 790 Pershing Road, Raleigh, NC 27608.

**ARTICLE II**

**NATURE OF BUSINESS**

This Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE III**

**CAPITAL STOCK**

The aggregate number of shares which this Corporation shall have the authority to issue is 26,875, of which 1,250 shares, at the par value of \$80.00 each share, will be designated Class A Common Stock; 625 shares, at the par value of \$80.00 each share, shall be designated Class B Common Stock; and 5,000,000 shares at the par value of \$.02 each per share shall be designated Preferred Shares.

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11 APR 29 AM 9:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE IV**  
**RELATIVE RIGHTS, PREFERENCES, PRIVILEGES AND**  
**LIMITATIONS**

The relative rights, preferences, privileges and limitations of the shares of each class are as follows:

A. Voting Rights: The holders of Class B Common Stock shall have the right to vote upon all matters coming before the shareholders of this Corporation.

The holders of Class A Common Stock shall be entitled to vote only upon the following matters coming before the shareholders:

(i) The election of directors;

(ii) The sale, lease, exchange or other disposition of all or substantially all of the property and assets of the Corporation;

(iii) The termination of any management agreement between any subsidiary of the Corporation and CFA Management, Inc., or any management company succeeding CFA Management, Inc.

Nothing in this Article IV is intended to abrogate any voting rights or powers of Class A Common Stock otherwise provided by law. Notwithstanding the foregoing, the holders of Class B Common Stock shall have the right, as separate voting group, to elect a majority of the directors of the Corporation. In the event a vacancy shall occur on the Board of Directors as a result of death, resignation, removal or withdrawal of a director elected by the Class B Common Stock shareholders, the holders of the Class B Common Stock shall be entitled to elect a director to fill such vacancy. In the event a vacancy shall occur on the Board of Directors as a result of the death, resignation, removal or withdrawal of a director elected by the Class A Common Stock shareholders, the holders of the Class A Common Stock shall be entitled to elect a director to fill such vacancy. The holders of preferred shares shall not be entitled to vote.

B. Preferred Shares. The preferred shares may be issued in one or more series with such designations, preferences, limitations and relative rights as the Board of Directors may determine from time to time in accordance with applicable law and these Articles of Incorporation.

**ARTICLE V**  
**CONTROL SHARE ACQUISITION**

Pursuant to Florida Business Corporation Act §67.0902(5), Florida Business Act §67.0902 shall not apply to control share acquisitions of shares of this Corporation.

## **ARTICLE VI**

### **ADDRESS**

The street address of the registered office of the Corporation shall be 1406 Hays Street, Suite #2, Tallahassee, Florida 32301 and the name of the registered agent of the Corporation at that address National Corporate Research, Ltd. Inc.

## **ARTICLE VII**

### **TERM OF EXISTENCE**

This Corporation is to exist perpetually.

## **ARTICLE VIII**

### **DIRECTORS**

This Corporation shall have no directors initially. The affairs of the Corporation will be managed by the shareholders until such time that directors are designated as provided by the bylaws.

## **ARTICLE IX**

### **INCORPORATOR**

The name and address of the Incorporator is Jonathan L. Shepard, 5355 Town Center Road, Suite 801, Crocker Plaza, Boca Raton, Florida 33486.

## **ARTICLE X**

### **PREEMPTIVE RIGHTS**

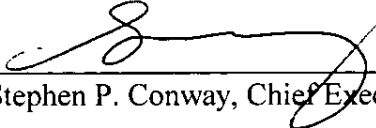
The Corporation elects to grant preemptive rights of the Class B Common Stock shareholders and every Class B Common Stock shareholder as provided herein. Upon the sale for cash of any new common stock of this Corporation (whether such new issue of common stock is Class A, Class B or any other class of common stock) each Class B Common Stock shareholder shall have the right to purchase that number of shares of common stock at the price at which it is offered to others so that the Class B Common shareholders shall be entitled to maintain their overall pro rata holdings of common stock. Class A Common Stock shareholders and the preferred stock shareholders shall not have any preemptive rights whatsoever."

2. The foregoing amendment and restatement does not contain any amendments requiring shareholder approval. The foregoing amendment and restatements was adopted on April 24<sup>th</sup>, 2011 by the Board of Directors at a duly called and noticed meeting of the Directors.

IN WITNESS WHEREOF, the undersigned Chief Executive Officer of Lucor, Inc. has executed these Amended and Restated Articles of Incorporation this 24<sup>th</sup> day of April, 2011, all in accordance with Section 607.1007, Florida Statutes.

LUCOR, INC.,  
a Florida corporation

By: \_\_\_\_\_

  
Stephen P. Conway, Chief Executive Officer