

Oct. 7, 2008 12:30 PM  
Division of Corporations

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# N080000008718

Florida Department of State  
Division of Corporations  
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Amended & Restated w/ NC

10/7/08

Oct. 7. 2008 12:20PM

FAN: H08-230994

Articles of Amendment  
to  
Articles of Incorporation  
of

HIGHLANDS FIRE SAFETY, INC.

(Name of corporation as currently filed with the Florida Dept. of State)

N08000008718

(Document number of corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

**NEW CORPORATE NAME (if changing):**

LORIDA PROPERTY MAINTENANCE, INC.

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

**AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE)** Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

Article I through and including Article XIV are amended to be as shown on the Amended and Restated Articles attached hereto as Exhibit "A".

(Attach additional pages if necessary)  
(continued)

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The date of adoption of the amendment(s) was: October 7, 2008

Effective date if applicable: upon filing

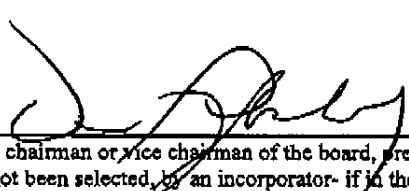
(no more than 90 days after amendment file date)

Adoption of Amendment(s)

(CHECK ONE)

- ☐ The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signature

  
(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

Drennen L. Whitmire, Jr., Esquire

(Typed or printed name of person signing)

Incorporator

(Title of person signing)

FILING FEE: \$35

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**EXHIBIT "A"**

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF  
LORIDA PROPERTY MAINTENANCE, INC.**

**a Florida not-for-profit corporation**

The undersigned, for the purpose of forming a corporation not-for-profit under Sections 617.006 and 617.1007, Chapter 617 of the Florida Statutes, hereby makes, subscribes, acknowledges and files the following Articles of Incorporation:

**ARTICLE I**

(A) The name of the corporation is LORIDA PROPERTY MAINTENANCE, INC., a Florida not-for-profit corporation.

(B) The date when corporate existence shall begin shall be the date these Articles are filed with the Secretary of State of the State of Florida.

(C) The principal office of the corporation will be located at 926 Wildflower Street, Lake Placid, FL 33852.

(D) The Registered Agent of the corporation is Drennen L. Whitmire, Jr., 660 U.S. Highway One, 3<sup>rd</sup> Floor, North Palm Beach, FL 33408.

(E) The mailing address of the corporation is 926 Wildflower Street, Lake Placid, FL 33852.

**ARTICLE II**

The term of existence of the corporation shall be perpetual.

**ARTICLE III**

The purpose for which this not-for-profit corporation is formed and objectives to be carried on by it, are as follows:

(A) To receive and maintain real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply such property or the whole or any part of the income therefrom and the principal thereof, exclusively for charitable, benevolent, safety or educational purposes.

(B) To exercise all rights and powers conferred by the laws of the State of Florida upon corporations not-for-profit.

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(C) The corporation shall serve only such purposes and functions and shall engage only in such services as are consonant with the purposes set forth in this Article III.

(D) To do such things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

#### ARTICLE IV

Except as limited by these Articles of Incorporation or its Bylaws, the corporation shall have and exercise all rights and powers in furtherance of its purposes as and now or may hereafter be conferred on not-for-profit corporations under the laws of the State of Florida, including but not limited to the following:

(A) To buy, own, sell, convey, assign or lease any interest in real property or tangible or intangible personal property, and to construct, accomplish, maintain and operate improvements thereon necessary or incident to the accomplishment of the purposes set forth in Article III.

(B) To do and perform all acts reasonably necessary to accomplish the purposes of the corporation.

(C) No part of the net earnings of this corporation shall be distributed to or inure to the benefit of any incorporator, director, or other officer of this corporation, contributor or private individual. In the event of dissolution, winding up, or other liquidation of the assets of this corporation, its assets shall be distributed to non-profit and charitable corporations or institutions as may be designated by the Directors to be used for purposes similar to those of this corporation.

(D) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

#### ARTICLE V

The corporation shall have no members.

#### ARTICLE VI

The management of the corporation shall be vested in a Board of Directors. The number of Directors of the corporation shall be three (3) and shall be as hereinafter named, with any vacancy being filled by appointment of a new

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member(s) by the remaining member(s) of the Board of Directors, or as may otherwise be provided in the By-laws of the corporation. The number of Directors may be increased or decreased as set forth in the By-laws of the corporation, as said By-laws may be amended from time to time by the affirmative vote of a majority of the Directors of the corporation.

The current directors are set forth below:

<u>Name</u>	<u>Address</u>
Todd R. Lott	328 Blazing Star Road Sebring, FL 33876
Melissa R. Lott	328 Blazing Star Road Sebring, FL 33876
Tami R. Lott	926 Wildflower Street Lake Placid, FL 33852

The officers of this corporation shall consist of a President, Secretary, Treasurer and such other officers as may be provided by the Bylaws of the corporation. Each officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws. The Directors shall elect the regular officers of the corporation at the annual meeting for terms of one (1) year. The name and address of each initial officer of the corporation is as follows:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	Todd R. Lott	328 Blazing Star Road Sebring, FL 33876
Secretary/Treasurer	Tami R. Lott	926 Wildflower Street Lake Place, FL 33852

#### ARTICLE VII

The annual meeting of the Board of Directors governing this corporation shall be held in accordance with the Bylaws.

#### ARTICLE VIII

These Articles of Incorporation may be amended by a majority vote of the Directors at any regular meeting, or any special meeting called for this purpose, after first giving at least ten (10) days notice to the Directors.

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## ARTICLE IX INDEMNIFICATION

Every Director and every officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon such person in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a Director of the corporation, or by reason of his having served the corporation at its request, whether or not he is a Director or officer serving the corporation at the time such expenses or liabilities are incurred, except when the Director or officer serving the corporation is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement before entry of judgment, the indemnification shall apply only when the Board of Directors approve such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or member serving the corporation may be entitled.

## ARTICLE X

The Bylaws of the corporation shall be adopted by the Directors and may be amended from time to time by a majority vote of the Directors present and voting at any regular meeting, or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles of Incorporation.

## ARTICLE XI

The corporation is a Corporation Not-For-Profit as defined in Section 617.2001, Florida Statutes. The corporation is not formed for pecuniary profit. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

## ARTICLE XII

The corporation may be dissolved by a majority vote of the Board of Directors. Upon dissolution of the corporation, other than incident to a merger or consolidation of the corporation into or with a not-for-profit corporation,

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association or trust, or other organization devoted to such similar purposes, the operations of the corporation shall be discontinued, liquidated and wound-up. Upon dissolution, liquidating and winding up of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, and to such organization or organizations organized and operated exclusively for educational or other charitable purposes, as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, as the Board of Directors may determine. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes, or to such exempt organization or organizations as such Court shall determine.

#### ARTICLE XIII

The corporation is organized and shall be operated on a nonstock basis within the meaning of the Florida Not-For-Profit Corporation Act, and shall not have the power to issue shares of any type or class or other Certificates or writings evidencing an ownership or proprietary interest in the corporation.

#### ARTICLE XIV

The name and address of the initial incorporator is as follows:

Drennen L. Whitmire, Jr.

660 U.S. Highway One  
3<sup>rd</sup> Floor  
North Palm Beach, FL 33408