

**GPC Maintenance  
Systems Inc.**

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**FROM:** (PLEASE PRINT) \_\_\_\_\_  
**PHONE** ( ) \_\_\_\_\_  
**FAX** ( ) \_\_\_\_\_  
**E-MAIL** \_\_\_\_\_  
**COMPANY NAME** \_\_\_\_\_  
**ADDRESS** \_\_\_\_\_  
**CITY** \_\_\_\_\_  
**STATE** \_\_\_\_\_  
**ZIP** \_\_\_\_\_  
**TITLE** \_\_\_\_\_  
**DATE** \_\_\_\_\_

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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Amended & Restated Art.

75

9/27/00

Orange County  
The State of Florida

August 2000

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 SEP 14 AM 9:31

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
GPC MAINTENANCE SYSTEMS INCORPORATED**

We, being natural citizens of the United States of America and being age twenty (20) and above, in compliance with Florida State law, place the following articles on paper. As residents of Florida, acting as a *Corporation* under the Florida For Profit Articles, do hereby adopt the following Articles of Incorporation.

**ARTICLE I**

The name of the *Corporation* shall GPC MAINTENANCE SYSTEMS INCORPORATED.

**ARTICLE II**

This *Corporation* is a for profit Corporation. The principal place of business address of the corporation is: 214 N Goldenrod Rd Unit 14 Orlando, FL. 32807

**ARTICLE III**

This *Corporation* will continue to exist in perpetuity until legal dissolution. Its legal existence is not dependent on the continued participation of individual members or Directors. GPC Maintenance Systems INC. shall be governed by a uniform, though flexible set of by-laws under Florida state law. The *Corporation* shall have the right to amend its articles and by-laws as it grows and as the needs of the corporation changes, to make sure it stays in line with current laws and expectations of this corporation. We will have the right to create and add various business entities to the corporation, that it remains a viable business. These articles and the by-laws can only be changed or amended by vote of the Permanent Board Members (PBM). If a PBM can't attend he/she may vote by proxy, signed with a notarized witnessed signature.

**The Corporation shall have the authority to issue 200 shares of stock. The PBMs' are entitled to receive the net assets of the Corporation upon dissolution and all that is in accordance to Florida Corporation Statutes 607.0601 through 621.14, respectively. ]**

#### **ARTICLE IV**

**The registered agent of the Corporation is Frederick A. Geathers and the registered street address is: 214 N Goldenrod Rd Unit 14 Orlando, FL. 32807.**

#### **ARTICLE V**

**The initial Board of Directors shall have 2 Member(s) whose name(s) and address(es)is/are as follows:**

<b>Frederick A. Geathers</b>	<b>9833 Carmel Park Dr</b>	<b>Orlando, FL. 32817</b>
<b>Bertram G. Geathers</b>	<b>3939 Stonehaven Rd</b>	<b>Orlando, FL. 32817</b>

**Within the Board of Directors there shall be a distinction between Permanent Board Members (PBM) who will be the Officers and Executive Board of the corporation. Board Members who shall be Directors of the Corporation shall be elected by the PBM. The above directors or initial directors are Permanent Board members and shall not be removed. All Permanent Board Members are bloodline family members of founder and owner, Bertram Geathers and are functioning board members. This is and was created as a family business and shall remain so. All Board Members are the governing body of this corporation.**

**Additional Board Members not of Mr. Bertram Geathers lineage will be voted into their position by the Permanent Board Members. Selection process is address in the by-laws. All decisions regarding this corporation will be voted upon, by all board members, for acceptance whether in private session or open forum. In a dispute, the final decision will be decided by the permanent board members. In private if requested by one permanent board member.**

If still unresolved, Bertram Geathers, owner alone will decide the solution, in Mr. B. Geathers absent or demise Senior Family Board member will decide. The final decision will be brought back to the other directors, prior to action unless emergency then other directors will be notified by mail as soon as possible.

The number of Directors maybe raised or lowered by amendment of the by-laws of the *Corporation* but shall in no case be less than one. It is hereby known that the Officers and Directors, of the *Corporation*, are conducting business on the behalf of GPC Maintenance System Incorporated, Inc. . GPC Maintenance Inc. shall make a reasonable effort to secure sufficient funds for the *Corporation* to meet its obligations. With the help of a professional accountant and necessary staff, GPC will make sure that the *Corporation's* funds are kept separate from the funds of individuals, Board of Directors, Board members and *Corporation* Officers. The Board will hold regular meeting to review and conduct corporate business.

#### ARTICLE VI

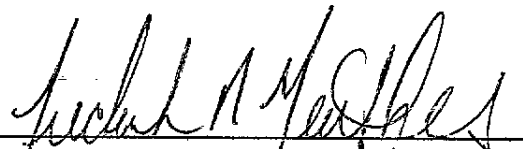
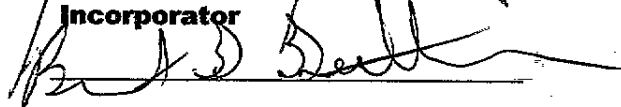
The Incorporator(s) of this Corporation are:

Frederick A. Geathers 9833 Carmel Park Dr Orlando, Fl. 32817

Bertram G. Geathers 3939 Stonehaven Rd Orlando, Fl. 32817

Dated

8-77-2000

  
Incorporator  
  
Incorporator

#### ARTICLE VII

This corporation is governed by the by-laws of this corporation and can only be amended by the permanent board members.

#### ARTICLE VIII

The Officers of GPC Maintenance Systems Incorporated are:

Bertram G. Geathers President and Vice President

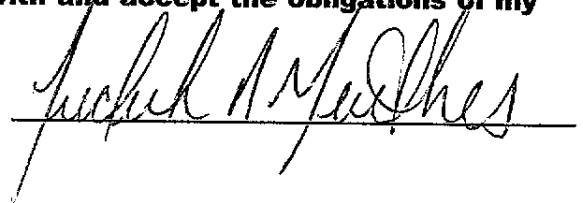
Frederick A. Geathers Secretary and Treasury

**Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity.**

**I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.**

**Dated** 8-22-2000

**Registered Agent**



**EFFECTIVE DATE**

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF**

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GPC MAINTENANCE SYSTEMS INCORPORATED  
(present name)

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*Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:*

**FIRST:** Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

Article I \* amended and restated  
Article II amended and restated  
Article III amended and restated  
Article IV amended and restated  
Article V amended and restated  
Article VI amended and restated  
Article VII added  
Article VIII added

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

**THIRD:** The date of each amendment's adoption: 8-22-2000

**FOURTH:** Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_ voting group."

- ☒ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 22nd day of August, 2000

Signature

Frederick A. Geathers  
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Frederick A. Geathers  
Typed or printed name

Secretary/Treasurer/Director  
Title