# P00000047613

(Requestor's Name)		
` (Address)		
(Address)		
(City/State/Zip/Phone #)		
PICK-UP	☐ WAIT	MAIL
(Bu	siness Entity Nan	ne)
(Document Number)		
Certified Copies	Certificates	s of Status
Special Instructions to Filing Officer:		
	•	

Office Use Only



800242681068

12/18/12--01008--007 \*\*43.75

Amended Ant

DEPARTMENT OF STATE



ACCOUNT NO. : 12000000195

REFERENCE: 463190 502072

AUTHORIZATION : Spelle le man

COST LIMIT : \$ \$5.75 Prefaid by Client

ORDER DATE: December 18, 2012

ORDER TIME : 9:11 AM

ORDER NO. : 463190-005

CUSTOMER NO: 5020727

#### DOMESTIC AMENDMENT FILING

NAME: WEKIVA ONE, INC.

EFFECTIVE DATE:

XX\_\_\_\_ARTICLES OF AMENDMENT

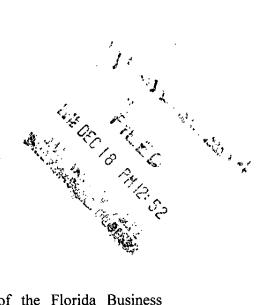
PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Stephanie Milnes -- EXT# 52920

EXAMINER'S INITIALS:

# AMENDED AND RESTATED ARTICLES OF INCORPORATION OF WEKIVA ONE, INC.



### **PREAMBLE**

Pursuant to Sections 607.1003, 607.1006 and 607.1007 of the Florida Business Corporation Act (the "FBCA"), WEKIVA ONE, INC., a Florida corporation (the "Corporation"), hereby certifies that:

FIRST: The Corporation was originally incorporated in the State of Florida effective May 12, 2000, and the following Amended and Restated Articles of Incorporation shall amend, restate, and supersede in their entirety any and all prior Articles of Incorporation, as amended, of the Corporation as filed with the State of Florida from the date of the Corporation's original incorporation through the date hereof.

SECOND: The following Amended and Restated Articles of Incorporation have been approved by all of the directors and shareholders of the Corporation in the manner and by the vote required by the FBCA. These Amended and Restated Articles of Incorporation contain amendments that require shareholder approval: such amendments were approved by the shareholders pursuant to a written consent dated December 17, 2012 in accordance with Section 607.0704 of the FBCA, and the number of votes cast for the amendments by the shareholders was sufficient for approval.

#### ARTICLE I

#### NAME

The name of the corporation is WEKIVA ONE, INC. (the "Corporation").

#### **ARTICLE II**

#### PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 397 Wekiva Springs Road, Suite 117, Longwood, FL 32779.

#### **ARTICLE III**

#### **PURPOSE**

The Corporation may engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

#### ARTICLE IV

#### CAPITAL STOCK

- 4.1 <u>Number of Authorized Shares; Par Value; Voting Common Stock and Non-Voting Common Stock.</u> The aggregate number of shares which the Corporation shall have authority to issue is ten thousand (10,000) shares of common stock to be designated respectively as "Series A Voting Common Stock," and "Series B Non-Voting Common Stock" as follows:
  - (a) <u>Series A Voting Common Stock</u>. The total number of authorized shares of Series A Voting Common Stock shall be one thousand (1,000) shares with a par value of \$.10 per share.
  - (b) <u>Series B Non-Voting Common Stock</u>. The total number of authorized shares of Series B Non-Voting Common Stock shall be nine thousand (9,000) shares with a par value of \$.10 per share.
  - (c) <u>Increase or Decrease in Authorized Shares</u>. The total number of authorized shares of Series A Voting Common Stock, or Series B Non-Voting Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of issued and outstanding shares of the Series A Voting Common Stock.
- 4.2 <u>Series B Non-Voting Common Stock Voting Rights</u>. Series B Non-Voting Common Stock shall have no voting rights; provided, however, that the holders of the Series B Non-Voting Common Stock will be entitled to vote as a separate class on any amendments to the Articles of Incorporation or any merger which would adversely affect their rights, privileges, or preferences upon any liquidation or dissolution in which such holders would receive securities with rights, privileges, or preferences less beneficial than those held by them as holders of Series B Non-Voting Common Stock.

- 4.3 <u>Series A Voting Common Stock Voting Rights</u>. The holders of the Series A Voting Common Stock shall be entitled to one vote per one share of Series A Voting Common Stock on all matters submitted to such holders for a vote.
- 4.4 Other Rights, Preferences and Privileges of Series A Voting Common Stock and Series B Non-Voting Common Stock. Except as otherwise specifically set forth herein with respect to voting, all shares of Series A Voting Common Stock and Series B Non-Voting Common Stock shall have the same rights, preferences and privileges with respect to dividends, distributions, or any liquidation or dissolution of the Corporation.
- 4.5 <u>Identical Rights to Distribution and Liquidation Proceeds</u>. All shares of common stock of this Corporation (<u>both</u> Series A Voting Common Stock <u>and</u> Series B Non-Voting Common Stock) shall have identical rights to distribution and liquidation proceeds in compliance with U.S. Treasury Regulation Section 1.1361-1 to maintain the Corporation's election to be classified as a Subchapter S corporation pursuant to the Internal Revenue Code of 1986, as amended.

#### **ARTICLE V**

#### REGISTERED OFFICE AND AGENT

The street address of the registered office of this Corporation is 397 Wekiva Springs Road, Suite 117, Longwood, FL 32779. The registered agent shall be Joe P. Salyer.

#### **ARTICLE VI**

#### BOARD OF DIRECTORS

The Corporation shall have a board of directors, the number of which shall be established by the Corporation's Bylaws.

#### ARTICLE VII

#### **BYLAWS**

The Board of Directors of this Corporation shall have the sole power to establish, enact, alter or repeal Bylaws for the management of this Corporation, and the duties of the officers of this Corporation shall be prescribed by such Bylaws.

# **ARTICLE VIII**

#### NO PREEMPTIVE RIGHTS

The Corporation elects <u>not</u> to have shareholder preemptive rights.

# **ARTICLE IX**

#### **INDEMNIFICATION**

This Corporation shall indemnify its officers and directors to the fullest extent permitted by law.

# **ARTICLE X**

#### **AMENDMENTS**

These Amended and Restated Articles of Incorporation may be amended in the manner provided by law.

The undersigned has executed these Amended and Restated Articles of Incorporation this 17<sup>th</sup> day of December, 2012.

WEKIVA ONE, INC., a Florida

corporation

Joe P. Salyer,
President

STATE OF FLORIDA COUNTY OF SEMINOLE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared **Joe P. Salyer**, to me known to be the person described in and who executed the foregoing instrument, and he acknowledged before me that he executed the same.

WITNESS my hand and official seal this 17<sup>th</sup> day of December, 2012.

NOTARY PUBLIC, State of Florida

at Large

(Name of Notary Public: Print,

Stamp or Type as Commissioned)

Personally Known to me, or

( ) Produced Identification

Type of I.D. Produce

Notary Public State of Florida Vallerie J Hellenschmidt Ny Gemmission EE069793 Evolvet 03/02/2015

( ) DID take an oath, or ( ) DID NOT take an oath

## **CERTIFICATE**

The Amended and Restated Articles of Incorporation preceding this Certificate were duly adopted and approved by all the directors and shareholders of the Corporation in the manner and by the vote required by the FBCA. The Amended and Restated Articles of Incorporation contain amendments that require shareholder approval. The amendments were approved by all the shareholders pursuant to a written consent dated December 17, 2012 in accordance with Section 607.0704 of the FBCA, and the number of votes cast for the amendment by the shareholders was sufficient for approval.

The undersigned President of this Corporation has executed these Amended and Restated Articles of Incorporation this 17<sup>th</sup> day of December, 2012.

WEKIVA ONE, INC., a Florida corporation

Joe P. Sal

President

# CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE FOR SERVICE OF PROCESS WITHIN FLORIDA, NAMING REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED

PURSUANT to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

THAT, WEKIVA ONE, INC., organized under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Longwood, County of Seminole, State of Florida, has named its Registered Agent, Joe P. Salyer, of 397 Wekiva Springs Road, Suite 117, Longwood, Florida, to accept service of process within this State.

# **ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

Joe P. Salyer, Registered Agent,

WEKIVA ONE, INC.