

Division of Corporations

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Florida Department of State
Division of Corporations
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
FI-FOIL COMPANY, INC.**

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T. LEMIEUX

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FI-FOIL COMPANY, INC.**

Fi-Foil Company Inc., a Florida corporation, pursuant to Sections 607.1003 and 607.1007 of the Florida Business Corporation Act hereby adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I

Name

The name of the corporation (hereinafter referred to as the "Corporation") is:

Fi-Foil Company Inc.

ARTICLE II

Principal Office and Mailing Address

The initial principal office and mailing address of the Corporation is: P.O. Box 800, 612 Bridgers Ave. W., Auburndale, Florida 33823.

ARTICLE III

Capital Stock

The total number of shares of capital stock of all classes which the Corporation shall have authority to issue is One Million (1,000,000), common shares, having a par value of \$0.01 per share ("Common Shares").

ARTICLE IV

Purpose

The purpose for which this Corporation is organized is to engage in any lawful act, activity, or business permitted under the laws of the United States or the State of Florida.

ARTICLE V

Board of Directors

The number of directors of the Corporation shall such number as from time to time fixed by, or in the manner prescribed by, the bylaws of the Corporation.

ARTICLE VI

Indemnification; Exculpation

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages to the Corporation or any other person for any statement, vote,

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decision or failure to act, regarding corporate management or policy, as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act.

The Corporation shall indemnify to the full extent permitted by law any person who is made, or threatened to be made, a party to any action, suit, or proceeding (whether civil, criminal, administrative, or investigative) by reason of the fact that he or she is or was a director or officer of the Corporation or serves or served as an director or officer of any other enterprises at the request of the Corporation. If the Florida Business Corporation Act is amended after the filing of these Articles of Incorporation of which this Article VI is a part to authorize corporate action further eliminating or limiting the personal liability of directors or officers, then the liability of directors and officers of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act as so amended.

Any repeal or modification of the foregoing paragraphs of this Article VI by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE VII **Amendment**

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereinafter prescribed by the laws of the State of Florida. All rights, powers, privileges, and discretionary authority granted or confessed herein upon shareholders or directors are granted or confessed subject to this reservation.

[SIGNATURES ON NEXT PAGE]

IN WITNESS WHEREOF, Fi-Foil Company, Inc. has caused these Articles of Amendment to be signed by William A. Lippy, its President, on this 21st day of December, 2012.

FI-FOIL COMPANY, INC.,
a Florida corporation

By: 

William A. Lippy.
Its President

**CERTIFICATE ACCOMPANYING
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FI-FOIL COMPANY, INC.**

Pursuant to the provisions of Section 607.1007(4) of the Florida Business Corporation Act, Fi-Foil Company, Inc., a Florida corporation (the "Corporation"), certifies as follows:

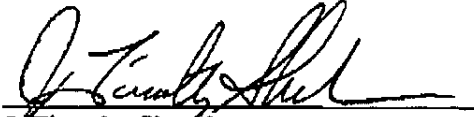
1. The name of the Corporation is Fi-Foil Company, Inc.
2. The Board of Directors and its shareholders have approved and adopted by all necessary corporate action the Amended and Restated Articles of Incorporation of the Corporation ("Amended and Restated Articles of Incorporation") as attached hereto.
3. In connection with the amendment and restatement of the Corporation's articles of incorporation, Article III of the prior articles of incorporation ("Articles of Incorporation") was amended by deleting Article III in its entirety and replacing it to read as follows:

"The total number of shares of capital stock of all classes which the Corporation shall have authority to issue is One Million (1,000,000), common shares, having a par value of \$0.01 per share ("Common Shares")."
4. In an action taken by written consent pursuant to Section 607.0821 of the Florida Statutes, effective November 30, 2012, the Board of Directors of the Corporation unanimously approved the Amended and Restated Articles of Incorporation, including the amendment set forth in Section 3 of this Certificate (the "New Amendment") and recommended that the shareholders of the Corporation approve the Amended and Restated Articles of Incorporation, including the New Amendment. In an action taken by written consent pursuant to Section 607.0704, on November 30, 2012, the shareholders of the Corporation unanimously approved the Amended and Restated Articles of Incorporation, including the New Amendment.
5. Pursuant to the foregoing, the Amended and Restated Articles of Incorporation shall supersede and the original Articles of Incorporation and all amendments thereto.

[Signature on Next Page]

Dated this 21 day of December, 2012.

FI-FOIL COMPANY, INC.

By: 
J. Timothy Sheridan
Secretary