

PO10000075244

(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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☐ MAIL

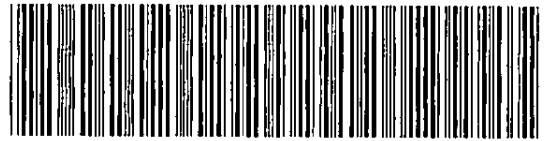
(Business Entity Name)

(Document Number)

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Amended &

Restated
Articles

A. RAMSEY
NOV 1-8 2024

RECEIVED
2024 NOV 13 AM 9:59
STATE OF FLORIDA
TALLAHASSEE

FILED
2024 NOV 13 AM 9:07
STATE OF FLORIDA
TALLAHASSEE

*02250, 00524, 000671



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 14, 2024

CT CORP

TALLAHASSEE, FL 32312

SUBJECT: WARREN EQUIPMENT, INC.
Ref. Number: P01000075244

CORRECTED
Please Allow For
Same File Date

We have received your document for WARREN EQUIPMENT, INC. and the authorization to debit your account in the amount of \$43.75. However, the document has not been filed and is being returned for the following:

Please list the date of adoption of the Amended and Restated Articles by the shareholders.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Annette Ramsey
OPS

Letter Number: 824A00024912

RECEIVED

2024 NOV 15 PM 3:32

SECRETARY OF STATE
DIVISION OF CORPORATIONS



CT CORP
(850) 656- 4724
3458 lakesore Drive
Tallahassee, FL 32312

Date: 11/13/2024
Acc#I20160000072

en: c DW

Name:	Warren Equipment Inc.
Document #:	
Order #:	15974896

Certified Copy of Arts & Amend:	<input type="checkbox"/>		
Plain Copy:	<input type="checkbox"/>		
Certificate of Good Standing:	<input type="checkbox"/>		
Certified Copy of	<input type="checkbox"/>		
Apostille/Notarial Certification:	<input type="checkbox"/>	Country of Destination:	
		Number of Certs:	

Filing: <input checked="" type="checkbox"/>	Certified: <input checked="" type="checkbox"/>	Email Address for Annual Report Notifications: <div></div>
	Plain: <input type="checkbox"/>	
	COGS: <input type="checkbox"/>	

Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____
Ref# _____

Amount: \$ **43.75**

Thank you!

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
WARREN EQUIPMENT, INC.

FILED
2024 NOV 13 AM 9:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Warren Equipment, Inc., a corporation organized and existing under the laws of the State of Florida, hereby certifies as follows:

1. The original Articles of Incorporation of the corporation were filed with the Secretary of State of Florida on July 30, 2001 (Document No. P01000075244).
2. Pursuant to Section 607.1003 and 607.1007 of the Florida Business Corporation Act, these Amended and Restated Articles of Incorporation restate in its entirety and integrate and further amend the provisions of the Articles of Incorporation of this corporation.
3. These Amended and Restated Articles Incorporation were adopted by shareholders holding the requisite number of shares of the corporation sufficient for approval on November 12, 2024.
4. The manner in which any exchange, reclassification, or cancellation of issued shares provided for in these Amended and Restated Articles of Incorporation will be effected as follows: each share of common stock currently issued shall be exchanged for (a) one-tenth (0.1) of a share of Voting Common Stock and (b) nine and nine-tenths (9.9) shares of Nonvoting Common Stock.
5. The text of the Articles of Incorporation is hereby restated and amended to read in its entirety as follows:

**ARTICLE I
NAME**

The name of the corporation is Warren Equipment, Inc. (the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE**

The street and mailing address of the principal office of the Corporation is 2299 highway 92 East, Plant City, FL 33566.

**ARTICLE III
PURPOSE**

The Corporation is organized to transact any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act (the "FBCA") as it now exists or may hereafter be amended or supplemented.

**ARTICLE IV
CAPITAL STOCK**

(a) Authorized Shares; Classes. The aggregate number of shares that the Corporation is authorized to issue and have outstanding shall be Ten Thousand (10,000), divided into: (i) One Hundred

(100) shares of Voting Common Stock, par value \$0.10 per share; and (ii) Nine Thousand Nine Hundred (9,900) shares of Nonvoting Common Stock, par value \$0.10 per share. The Corporation may issue fractional shares.

(b) Voting Rights. Except as may be otherwise required by law or these Amended and Restated Articles of Incorporation, (i) the holders of Voting Common Stock shall have and possess the exclusive voting power and rights for the election of directors and for all other purposes, with the holders thereof entitled to one vote in respect of each share of Voting Common Stock held of record on all matters voted upon by the shareholders; and (ii) Nonvoting Common Stock shall have no voting rights. If, pursuant to a requirement of applicable law or these Amended and Restated Articles of Incorporation, holders of Nonvoting Common Stock are entitled to vote, then each holder of Nonvoting Common Stock shall have one vote in respect of each share of Nonvoting Common Stock held of record solely on such matter as to which such shares are entitled to vote and subject to the rights and limitations specified by the FBCA. Shareholders are not entitled to cumulate their votes in elections for directors.

(c) Other Rights and Preferences. Except as otherwise explicitly provided herein with respect to voting, all shares of Voting Common Stock and Nonvoting Common Stock shall have the same rights, preferences, and privileges with respect to dividends, distributions, and proceeds from any liquidation, dissolution or winding up of the affairs of the Corporation, without preference or priority of one class of shares over the other, in proportion to their respective holdings of such shares.

ARTICLE V REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 2299 highway 92 East, Plant City, FL 33566. The name of the initial registered agent of the Corporation at that office is Russell Warren.

ARTICLE VI INDEMNIFICATION

The Corporation shall indemnify, advance expenses, and hold harmless, to the fullest extent permitted by the FBCA and other applicable law as it presently exists or may hereafter be amended, any person (each, a "Covered Person") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal (a "Proceeding"), by reason of the fact that such person, or a person for whom such person is the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee, manager, or agent of another corporation or of a partnership, limited liability company, joint venture, trust, enterprise, or nonprofit entity, including service with respect to employee benefit plans, against all liability, damages, and loss suffered and expenses (including attorneys' fees) actually and reasonably incurred by such Covered Person. Any amendment, repeal, or modification of this Article VI shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

* * * * *

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been executed by a duly authorized officer of the Corporation on this 12th day of November, 2024.

Warren Equipment, Inc.

By: 

Name: Russell D. Warren

Title: President

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in these Amended and Restated Articles of Incorporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.


(Signature of Registered Agent)

Date: November 12, 2024