

#### Florida Department of State

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INTRAM INVESTMENTS, INC.

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# AMENDED AND RESTATED ARTICLES OF INCORPORATION OF INTRAM INVESTMENTS, INC.

Intram Investments, Inc. (the "Corporation") filed its original Articles of Incorporation with the Florida Department of State on July 5, 2002 (the "Original Articles"). These Restated Articles of Incorporation and the amendments to the Original Articles as contained herein were duly adopted, effective October 2005, by each of the members of the Board of Directors of the Corporation and the sole shareholder of the Corporation, being a sufficient number of votes for approval, in accordance with Sections 607.1006 and 607.1007 of the Florida Business Corporation Act.

#### ARTICLE I Name

The name of this corporation is Intram Investments, Inc. (the "Corporation").

## ARTICLE II Registered Office and Agent

The street address of the registered office of the Corporation in the State of Florida is 5728 Major Boulevard, Suite 601, Orlando, Florida 32819.

The name of the registered agent of the Corporation at that address is Rashid A. Khatib.

### ARTICLE III Mailing Address

The mailing address of the Corporation is 5728 Major Boulevard, Suite 601, Orlando, Florida 32819.

#### ARTICLE IV Duration

This Corporation shall exist perpetually unless dissolved according to law.

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### ARTICLE V Corporate Purposes, Power and Rights

The purpose of the Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

#### ARTICLE VI Authorized Stock

The Corporation is authorized to issue 10,000 shares of common stock, par value \$1.00 per share. Of the authorized shares of common stock, 9,800 shares shall be designated as Voting Common Stock and 200 shares shall be designated as Non-Voting Common Stock. The Voting Common Stock and the Non-Voting Common Stock are hereinafter referred to collectively as the "Common Stock". The rights, preferences, privileges, restrictions and other matters relating to each class are as follows:

- SECTION 1. General Privileges. Each share of Common Stock shall be equal to every other share of Common Stock, except as otherwise provided herein or required by law.
- SECTION 2. <u>Liquidation</u>. In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, the holders of shares of Common Stock shall be entitled to receive all of the remaining assets and funds of the Corporation available for distribution to the holders of the Common Stock, divided between the shares of Common Stock on a pro rata basis.
- SECTION 3. <u>Voting Rights</u>. The shares of Common Stock shall have the following voting rights:
  - (a) Each share of Voting Common Stock shall entitle the holder thereof to one vote upon all matters upon which shareholders have the right to vote. Except as otherwise required by applicable law, the holders of shares of Voting Common Stock shall vote together as one class on all matters submitted to a vote of stockholders of the Corporation.
  - (b) Each share of Non-Voting Common Stock shall carry no right to vote for the election of directors of the Corporation and no right to vote on any matter presented to the shareholders for their vote or approval except as required by applicable law.
- SECTION 4. <u>Automatic Conversion of Non-Voting Common Stock</u>. Each share of Non-Voting Common Stock shall automatically be converted into one share of Voting Common Stock, immediately upon the effectiveness of a registration statement filed under the Securities Act of 1933, as amended, in connection with the public offering of the Corporation's Common

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Stock, other than a registration relating solely to a transaction under Rule 145 under such Act (or any successor rule thereto) or to an employee benefit plan.

(e) <u>Dividends</u>. The holders of the outstanding Common Stock shall be entitled to receive in any fiscal year, such dividends in cash, only when and as declared by the Board of Directors out of any assets at the time legally available therefor; provided, however, that in no event may the rate of any dividend payable on outstanding shares of any class of Common Stock be greater than the dividend rate payable on outstanding shares of the other class of Common Stock. In no event will shares of any class of Common Stock be split, divided or combined unless the outstanding shares of the other class of Common Stock shall be proportionately split, divided or combined.

#### ARTICLE VII Initial Board of Directors

The initial Board of Directors shall consist of one (1) director. The name and address of the person who shall serve as a director of the Corporation until the first meeting of the shareholders is: Rashid A. Khatib, 5728 Major Boulevard, Suite 601, Orlando, Florida 32819.

IN WITNESS WHEREOF, the Corporation has caused these Amended and Restated Articles of Incorporation to be executed in its corporate name effective as of the 3157 day of October, 2005.

INTRAM INVESTMENTS, INC., a Florida corporation

By:

Rashid A. Khatib, President