

PO2000090290

Division of Corporations

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Florida Department of State  
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ADVANCED C^4 SOLUTIONS, INC.

Certificate of Status	0
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T. ROBERTS

JUL-25-2012 16:15

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
ADVANCED C^4 SOLUTIONS, INC.**

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Pursuant to Section 607.1007 of the Florida Business Corporation Act, Advanced C4 Solutions, Inc. (the "Corporation") hereby sets forth the following Amended and Restated Articles of Incorporation which: (a) were duly adopted by the Board of Directors of the Corporation without shareholder action, which was not required, and (b) amends and restates the Corporation's Articles of Incorporation previously filed with the Secretary of State of the State of Florida on the 19th day of August, 2002. The Articles of Incorporation of the Corporation are hereby amended and restated in their entirety, effective as of the date of filing with and acceptance by the Secretary of State of the State of Florida, to read as follows:

**ARTICLE 1 - NAME**

The name of the Corporation is ADVANCED C4 SOLUTIONS, INC.

**ARTICLE 2 - PURPOSE OF CORPORATION**

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

**ARTICLE 3 - PRINCIPAL OFFICE**

The street and mailing address of the principal office of this Corporation is 4017 W. Martin Luther King Blvd., Tampa, Florida 33614.

**ARTICLE 4 - CORPORATE CAPITALIZATION**

4.1 The maximum number of shares that the Corporation is authorized to have issued and outstanding at any time is SEVEN THOUSAND FIVE HUNDRED (7,500) shares of common stock, each share having the par value of ONE DOLLAR (\$1.00).

4.2 All holders of shares of common stock shall be identical with each other holder of shares in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote.

4.3 All holders of shares of common stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.

4.4 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Directors may deem advisable in connection with such issuance.

4.5 The Board of Directors of the Corporation may authorize the issuance from time to time, of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

4.6 The Board of Directors of the Corporation may, by amendment and restatement of the Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

#### ARTICLE 5 – SUB-CHAPTER S ELECTION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

5.1 The shareholders of the Corporation may elect to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

5.2 After the Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

5.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

#### ARTICLE 6 – SHAREHOLDERS' AGREEMENT

All of the shares of stock of the Corporation may be subject to a Shareholders Agreement containing restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation.

ARTICLE 7 - POWERS OF THE CORPORATION

The Corporation shall have the power to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Amended and Restated Articles of Incorporation.

ARTICLE 8 - TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE 9 - DIRECTORS

The Board of Directors shall consist of not less than one (1) director. At each Annual Meeting of the Shareholders, the Directors shall be elected for one (1) year terms or until their successors shall be duly elected and qualified. The number of Directors shall be fixed by the Board of Directors.

ARTICLE 10 - REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 11 - BYLAWS

The Board of Directors of the Corporation shall have the power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 12 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Amended and Restated Articles of Incorporation, or in any amendment hereto, or to add any provision to these Amended and Restated Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

#### ARTICLE 13 - INDEMNIFICATION

The Corporation shall indemnify a Director or officer of the Corporation who was wholly successful, on the merits, in the defense of any proceeding to which the Director or officer was a party because the Director or officer is or was a Director or officer of the Corporation against reasonable attorneys fees and expenses incurred by the Director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a Director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the Board of Directors, that indemnification of such individual, is permissible in the circumstances because the individual has met the standard of conduct set forth by the Board of Directors. The indemnification and advancement of attorneys fees and expenses for Directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a Director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorneys fees and expenses incurred by a Director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a Director, officer, employee or agent of the Corporation, whether or not the Corporation would have the power to indemnify the individual against the same liability under the law. All references in these Amended and Restated Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Amended and Restated Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorneys fees and expenses to any person who is or was a Director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of attorneys fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Amended and Restated Articles of Incorporation to "director", "officer", "employee", and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

#### ARTICLE 14 - REGISTERED AGENT

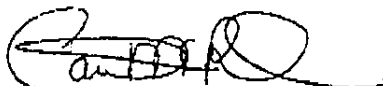
The name of the Registered Agent for the Corporation is Pauline McPhail and the street address for the Registered Agent for the Corporation is 4017 W. Martin Luther King Blvd., Tampa, Florida 33614. The Corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502 Florida Statutes.

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IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 24<sup>th</sup> day of July, 2012.

ADVANCED C4 SOLUTIONS, INC.



Pauline McPhail, Secretary

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