

10/25/2019

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MARKSMAN SECURITY CORPORATION**

The undersigned, hereby amends and restates its Articles of Incorporation, under the provisions of Section 607.1006, Florida Statutes, originally filed on November 3, 2003.

ARTICLE I. NAME

The name of the Corporation is:

MARKSMAN SECURITY CORPORATION

and the principal place of business is:

3230 West Commercial Blvd
Suite 100
Fort Lauderdale, FL 33309

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the Corporation commenced on the date of filing of the original Articles of Incorporation.

ARTICLE III. PURPOSE

This Corporation is formed for the purpose of engaging in any activity or business permitted under the laws of the United States and the State of Florida.

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ARTICLE IV. AUTHORIZED SHARES

(a) Classes of Stock. This Corporation is authorized to issue two classes of stock to be designated, respectively, "Voting Common Stock" and "Non-Voting Common Stock." The total number of shares that the Corporation is authorized to issue is ninety (90) shares of Voting Common Stock, \$.01 par value, and ten (10) shares of Non-Voting Common Stock, \$.01 par value.

(b) Voting Common Stock. Each holder of Voting Common Stock, as such, shall be entitled to one vote for each share of Voting Common Stock held of record by such holder on all matters on which shareholders generally are entitled to vote.

(c) Non-Voting Common Stock. The holders of Non-Voting Common Stock, as such, shall have no voting power and shall not be entitled to vote on any matter except as otherwise required by law or as otherwise expressly provided for herein. Except as otherwise provided herein, Non-Voting Common Stock shall in all other respects carry the same rights and privileges as Voting Common Stock (including in respect of dividends and in respect of distributions upon any dissolution, liquidation or winding up of the Corporation) and be treated the same as Voting Common Stock (including in any merger, consolidation, share exchange, reclassification or other similar transaction, as described below); provided that, if the Corporation shall in any manner split, subdivide or combine (including by way of a dividend payable in shares of Voting Common Stock or Non-Voting Common Stock) the outstanding

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shares of Voting Common Stock or Non-Voting Common Stock, the outstanding shares of the other such class of stock shall likewise be split, subdivided or combined in the same manner proportionately and on the same basis per share, and provided further, no dividend payable in Voting Common Stock shall be declared on the Non-Voting Common Stock and no dividend payable in Non-Voting Common Stock shall be declared on the Voting Common Stock, but instead, in the case of a stock dividend, each class of Common Stock shall receive such dividend in like stock.

(d) Mergers, Etc. In the event of any merger, consolidation, share exchange, reclassification or other similar transaction in which the shares of Voting Common Stock are exchanged for or changed into other stock or securities, cash and/or any other property, each share of Non-Voting Common Stock will at the same time be similarly exchanged or changed in an amount per whole share equal to the aggregate amount of stock, securities, cash and/or any other property (payable in kind), as the case may be, that each share of Voting Common Stock would be entitled to receive as a result of such transaction, provided that any securities issued with respect to the Non-Voting Common Stock shall be non-voting securities under the resulting corporation's organizational documents and the Corporation shall make appropriate provisions (in form and substance reasonably satisfactory to the holders of a majority of the Non-Voting Common Stock then outstanding) and take such actions necessary to ensure that holders of the Non-Voting Common Stock shall retain securities with substantially the same privileges,

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limitations and relative rights as the Non-Voting Common Stock. Subject to the foregoing, in the event the holders of Voting Common Stock are provided the right to convert or exchange Voting Common Stock for stock or securities, cash and/or any other property, then the holders of the Non-Voting Common Stock shall be provided the same right based upon the number of shares of Voting Common Stock such holders would be entitled to receive if such shares of Non-Voting Common Stock were converted into shares of Voting Common Stock immediately prior to such offering. In the event that the Corporation offers to repurchase shares of Voting Common Stock from its shareholders generally, the Corporation shall offer to repurchase Non-Voting Common Stock pro rata based upon the number of shares of Voting Common Stock such holders would be entitled to receive if such shares were converted into shares of Voting Common Stock immediately prior to such repurchase. In the event of any pro rata subscription offer, rights offer or similar offer to holders of Voting Common Stock, the Corporation shall provide the holders of the Non-Voting Common Stock the right to participate based upon the number of shares of Voting Common Stock such holders would be entitled to receive if such shares were converted into shares of Voting Common Stock immediately prior to such offering; provided that any shares issued with respect to the Non-Voting Common Stock shall be issued in the form of Non-Voting Common Stock rather than Voting Common Stock.

ARTICLE V. REGISTERED OFFICE AND AGENT

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The street address of the registered office of the Corporation is 3230 West Commercial Blvd, Suite 100, Fort Lauderdale, FL 33309, and the name of the Corporation's registered agent at that address is Ezekiel A. Kaufman.

ARTICLE VI. BOARD OF DIRECTORS

The number of directors may be increased from time to time, as provided in the bylaws, but shall never be less than one. The names and street addresses of the present directors are:

Ezekiel A. Kaufman
3230 West Commercial Blvd, Suite 100,
Fort Lauderdale, FL 33309

Mark E. Radi
3230 West Commercial Blvd, Suite 100,
Fort Lauderdale, FL 33309

ARTICLE VII. OFFICERS

The following shall be the officers of the Corporation, to serve until their earlier resignation or removal from office:

Mark E. Radi	President
Ezekiel A. Kaufman	Vice President & CEO
Shezad A. Moten	Secretary

ARTICLE VIII. INCORPORATOR

The name and street address of the original incorporator was:

Mark E Radi

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1099 SW 13th Street
Boca Raton, Florida 33486

ARTICLE IX. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the stockholders of Voting Common Stock, except that the board of directors may not amend or repeal any bylaw adopted by the stockholders of Voting Common Stock if the stockholders of Voting Common Stock specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX. AMENDMENTS

The Corporation reserves the right to amend, alter, change, or repeal any provision in these Amended and Restated Articles of Incorporation in the manner prescribed by law, and all rights conferred on stockholders of Voting Common Stock are subject to this reservation. Every amendment shall be approved by the board of directors, proposed by them to the stockholders of Voting Common Stock, and approved at a stockholders' meeting by the holders of a majority of the shares of Voting Common Stock entitled to vote on the matter or in such other manner as may be provided by law.

ARTICLE XI. APPROVAL

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The within Amended and Restated Articles of Incorporation contains amendments which require Board of Director and Stockholder approval. The number of votes cast for this Amended and Restated Articles of Incorporation by the Board of Directors and the Stockholders was sufficient for approval.

The within Amended and Restated Articles of Incorporation of the Corporation was approved and adopted by means of a written consent of the Stockholders and the Board of Directors of the Corporation, dated October 24, 2019.

IN WITNESS WHEREOF, the undersigned Director has executed these Amended and Restated Articles of Incorporation this 24th day of October, 2019.



Ezekiel A. Kaufman, Director

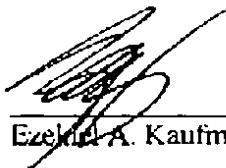
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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent of MARKSMAN SECURITY CORPORATION in the foregoing Articles of Incorporation, Ezekiel A. Kaufman hereby agrees to accept service of process for said corporation and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

By:



Ezekiel A. Kaufman

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