

P04000168326

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S TALLFANT

DEC 22 2017

Amended/
Restated

FILED
17 DEC 20 PM 6:09
CLERK OF SUPERIOR COURT
ARABESCO, CALIF.

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: CONSUMER INCENTIVE PROGRAMS, INC.

DOCUMENT NUMBER: P04000168326

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

DALE MARSHALL

Name of Contact Person

RACETRAC PETROLEUM, INC.

Firm/ Company

200 GALLERIA PARKWAY SE, SUITE 900

Address

ATLANTA, GA 30339

City/ State and Zip Code

dmarshall@racetrac.com

E-mail address: (to be used for future annual report notification)



For further information concerning this matter, please call:

DALE MARSHALL

Name of Contact Person

at (770) 431-7600

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☒ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
CONSUMER INCENTIVE PROGRAMS, INC.**

FILED
17 DEC 20 PM 6:09
STATE OF FLORIDA
TALLAHASSEE

ARTICLE ONE

NAME

The name of the corporation is "Consumer Incentive Programs, Inc." (the "Corporation").

ARTICLE TWO

PURPOSE

The Corporation is organized as a corporation for profit and the nature of the business and the objects and purposes proposed to be transacted, promoted, and carried on are to do anything or all things and to engage in any lawful act or activity for which corporations may be organized under the general laws of the State of Florida.

ARTICLE THREE

CAPITALIZATION

The Corporation shall have authority to issue shares of "Voting Common Stock" and shares of "Nonvoting Common Stock", each with \$0.01 par value per share. The total number of authorized shares of Common Stock that the Corporation will have authority to issue is Three Hundred Thousand (300,000) shares, Two Hundred Eighty Five Thousand (285,000) shares of which will be Voting Common Stock, and Fifteen Thousand (15,000) shares of which will be Nonvoting Common Stock. Except as otherwise required by law, the holders of the Voting Common Stock will possess the exclusive voting power of the shareholders of the Corporation for all purposes, including (by way of illustration and not of limitation) the election of directors. The holders of the Nonvoting Common Stock will have no voting power whatsoever. Holders of Nonvoting Common Stock will not be entitled to notice of or to vote or otherwise participate at any meeting of the shareholders of the Corporation. In all other respects, shares of the Voting and Nonvoting Common Stock will have identical rights.

ARTICLE FOUR

REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The registered office of the Corporation is 1200 S Pine Island Road, Plantation, FL 33324 and the name of the registered agent at such address is CT Corporation System.

ARTICLE FIVE

PRINCIPAL OFFICE ADDRESS

The principal office of the Corporation shall be 1905 Perimeter Park Road, Fernandina Beach, FL 32034 and the mailing address is PO Box 17071, Fernandina Beach, FL 32035.

ARTICLE SIX

ELECTION OF DIRECTORS

Directors are elected by a majority of the votes cast by the shareholders entitled to vote in the election at a meeting at which a quorum is present.

ARTICLE SEVEN

DIRECTOR LIABILITY

A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for conduct as a director, except for liability for the director for (i) acts or omissions that involve intentional misconduct or a knowing violation of law by the director, (ii) conduct which violates the Florida Business Corporation Act (the "Code"), or (iii) any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled. If the Code is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Code, as so amended. Any repeal or modification of the foregoing paragraph 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 EIGHT

SPECIAL MEETING OF SHAREHOLDERS

A special meeting of the shareholders of the Corporation may be called by the holders of at least twenty five percent (25%) of the shares entitled to vote at the proposed special meeting.

ARTICLE NINE

ACTION BY WRITTEN CONSENT OF SHAREHOLDERS

Action required or permitted by the Code to be taken at a shareholders' meeting may be taken without a meeting if the action is taken by persons who would be entitled to vote at a meeting shares having voting power to cast not less than the minimum number (or numbers, in the case of voting by groups) of votes that would be necessary to authorize or take the action at a meeting at which all shareholders entitled to vote were present and voted. The action must be evidenced by one or more written consents bearing the date of signature and describing the action taken, signed by shareholders entitled to take action without a meeting, and delivered to the Corporation for inclusion in the minutes or filing with the corporate records. No written consent shall be effective to take the corporate action referred to therein unless, within 60 days of the earliest date appearing on a consent delivered to the Corporation, evidence of written consents signed by shareholders sufficient to act by written consent are received by the Corporation. A written consent may be revoked by a writing to that effect received by the Corporation prior to the receipt by the Corporation of unrevoked written consents sufficient in number to take corporate action. The Corporation also must meet further requirements of the Code concerning these consents, including providing all required materials to the consenting shareholder prior to execution of the written consent and giving written notice of the action taken when less than all shareholders execute the written consent.

ARTICLE TEN

INDEMNIFICATION

The Corporation shall indemnify its directors against all liability, damage, or expense resulting from the fact that such person is or was a director, to the maximum extent and under all circumstances permitted by law.

November 30, 2017

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

November 30, 2017

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

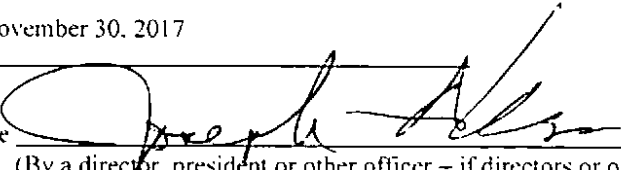
- ☒ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval

by N/A _____."
(voting group)

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated November 30, 2017

Signature 

(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Joseph H. Akers

(Typed or printed name of person signing)

Assistant Secretary & Chief Legal Officer

(Title of person signing)