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Amend/Rest/NC
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: LaSalle Capital Corporation

DOCUMENT NUMBER: P0500045738

The enclosed *Amended and Restated Articles* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Frank Bachinsky

(Name of Contact Person)

Seertech Corporation

(Firm/ Company)

406 Louise Avenue

(Address)

Charlotte, North Carolina 28204

(City/ State and Zip Code)

For further information concerning this matter, please call:

Frank Bachinsky

(Name of Contact Person)

at (704) 675-5778

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
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☐ \$43.75 Filing Fee &
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☒ \$52.50 Filing Fee
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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

**FIRST AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
LaSalle Capital Corporation**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of sections 607.1001 - 607.1009, Florida Statutes, this Florida Profit Corporation adopts these amended and restated articles to its Articles of Incorporation and the undersigned hereby certifies that:

1. He is the President and CEO of LaSalle Capital Corporation, a Florida corporation (the "Corporation").

2. The present name of the Corporation is LaSalle Capital Corporation. The Corporation's original Articles of Incorporation were filed with the Secretary of State of the State of Florida on March 28, 2005 (the "Current Certificate").

3. The Board of Directors has approved the change of name of the Corporation to Seertech Corporation.

4. These First Amended and Restated Articles of Incorporation (these "Articles of Incorporation"), which amends and restates the Current Certificate, were approved on February 27th, 2006, by the Corporation's board of directors and a majority-in-interest of the outstanding shares of the common stock, in accordance with Florida law.

5. The Articles of Incorporation of the Corporation are amended and restated in their entirety to read as follows:

ARTICLE I

The name of the Corporation is Seertech Corporation.

ARTICLE II

The principal place of business address is 406 Louise Avenue, Charlotte, North Carolina 28204.

The mailing address of the corporation is 406 Louise Avenue, Charlotte, North Carolina 28204.

ARTICLE III

The purpose of the Corporation is to engage in any and all lawful business.

ARTICLE IV

- (a) The Corporation is authorized to issue two classes of shares, designated respectively "Class A Common Stock," at \$0.01 Par Value and "Class B Common Stock" at \$0.01 Par Value. Five Hundred Million (500,000,000) shares of Class A Common Stock may be issued. One Thousand (1,000) shares of Class B Common Stock may be issued. All shares of the Corporation authorized and issued prior to the date of these First Amended and Restated Articles shall be defined as and equal to Class A Common Stock.

- (b) The number of directors on the Corporation's Board of Directors shall be as set forth in the Corporation's Bylaws. Voting for election of directors shall be by the principle of cumulative voting to the extent specified by applicable Florida law.
- (c) The holders of the Class A Common Stock shall have the right to elect at least one member of the board of directors. The Class B Common Stock shall have the right to elect at least two thirds (66 2/3 %) of the members of the board of directors.
- (d) These Articles of Incorporation may be amended only with the approval of a majority-in-interest of the outstanding shares of both the Class A Common Stock and the Class B Common Stock.
- (e) Except as set forth in these Articles of Incorporation, the rights of both Classes of Common Stock are the same.
- (f) The liability of the directors of the Corporation for monetary damages shall be eliminated to the fullest extent permissible under Florida law.

ARTICLE V

The name and Florida street address of the registered agent is Corporation Service Company, 1201 Hays Street, Tallahassee, FL 32301.

ARTICLE VI

- (a) A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except to the extent that exemption from liability thereof is not permitted under Florida law at the time such liability or limitation thereof is determined. The liability of the directors of the Corporation for monetary damages shall be eliminated to the fullest extent permissible under Florida law.
- (b) The Corporation is authorized to provide indemnification of agents through bylaw provisions, agreements with agents, vote of shareholders or disinterested directors or otherwise, to the fullest extent permissible under Florida law.
- (c) No amendment, modification or repeal of this Article shall adversely affect the rights and protection afforded to a director and/or agents of the Corporation under this Article VI for acts or omissions occurring prior to such amendment, modification or repeal.

ARTICLE VII

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE VIII

The Corporation shall, to the fullest extent permitted by Florida law indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative

(other than an action by or in the right of the Corporation), by reason of the fact that he is or was, or has agreed to become, a director or officer of the Corporation, or is or was serving, or has agreed to serve, at the request of the Corporation, as a director, officer or trustee of, or in a similar capacity with, another corporation, partnership, joint venture, trust or other enterprise (including any employee benefit plan) (an "Indemnitee"), or by reason of any action alleged to have been taken or omitted in such capacity, against all expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by or on behalf of an Indemnitee in connection with such action, suit or proceeding and any appeal therefrom to the fullest extent now or hereafter permitted by law.

ARTICLE IX

To the fullest extent permitted under Florida law, any action required or permitted by law to be taken at a meeting of the shareholders may be taken without meeting or notice if a consent in writing, setting forth the action so taken, shall be signed by the holder of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted with respect to the subject matter thereof, and such consent shall have the same force and effect as a vote of shareholders taken at such a meeting. The action must be evidenced by one or more written consents bearing the date of signature and signed by the number of shareholders sufficient to take the action without a meeting, before or after such action, describing the action taken and delivered to the corporation for inclusion in the minutes or filing with the corporate records. A shareholder's consent to action taken without meeting may be in electronic form and delivered by electronic means.

ARTICLE X

These First Amended and Restated Articles of Incorporation shall be effective as of the date filed.

The undersigned declare under penalty of perjury under the laws of the State of Florida that the matters set forth in this certificate are true and correct of their own knowledge.

Dated: February 27, 2006



Frank Bachinsky, CEO and President