

P05000068542

(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

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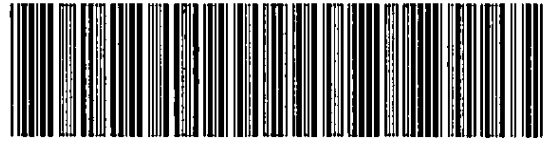
(Business Entity Name)

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FILED
2021 JUL 28 PM 4:05
SECRETARY OF STATE
TALLAHASSEE, FL

A. Butler

COVER LETTER

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

SUBJECT: National Sourcing, Inc.

CORPORATE NAME

Enclosed are an original and one (1) copy of the restated articles of incorporation and a check for:

☐ \$35.00
Filing Fee

☐ \$43.75
Filing Fee
& Certificate of Status

☒ \$43.75
Filing Fee
& Certified Copy

☐ \$52.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Michael Dean

Name (Printed or typed)

3415 East Frontage Road - Suite B

Address

Tampa, FL 33607

City, State & Zip

727-644-3235

Daytime Telephone number

mdean@nationalsourcing.net

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

NOTE: Please provide the original and one copy of the document.

ARTICLES OF AMENDMENT AND RESTATEMENT

OF THE

ARTICLES OF INCORPORATION

OF

NATIONAL SOURCING, INC.

SECRETARY OF STATE
TALLAHASSEE, FL

Pursuant to the provisions of Sections 607.1001 through 607.1009 of the Florida Business Corporation Act, as amended, **NATIONAL SOURCING, INC.**, a corporation organized and existing under the laws of the State of Florida (the "Corporation"), hereby adopts the following Articles of Amendment and Restatement to its Articles of Incorporation:

FIRST: The name of the Corporation is National Sourcing, Inc.

SECOND: The current Articles of Incorporation of the Corporation as filed on May 9, 2005, and previously amended on May 16, 2005, August 24, 2017 and August 25, 2017, are hereby, effective immediately upon filing the Amended and Restated Articles of Incorporation attached hereto as **Exhibit "A"** and incorporated herein by this reference (the "Amended and Restated Articles"), deleted in their respective entireties, and are hereby replaced and superseded in their respective entireties by the Amended and Restated Articles.

THIRD: The Amended and Restated Articles contain and effectuate certain amendments to the Articles of Incorporation that require the approval of the sole shareholder of the Corporation entitled to vote (the "Shareholder").

FOURTH: The Amended and Restated Articles, including, without limitation, all amendments contained therein, were duly adopted by the written consent of the sole Shareholder of the Corporation on May 28, 2021.

IN WITNESS WHEREOF, the Corporation has caused these Amended and Restated Articles to be executed in its name and on its behalf by the undersigned, thereunto duly authorized, as of May 28, 2021.

NATIONAL SOURCING, INC.

By: 

Pedro L. Valdez

Its: Chief Executive Officer and Director

This instrument prepared by:
Maynard, Cooper & Gale, P.C.
655 Gallatin Street, SW
Huntsville, Alabama 35801
(256) 551-0171

EXHIBIT "A"

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
NATIONAL SOURCING, INC.**

Pursuant to Sections 607.1003 and 607.1007 of the Florida Business Corporation Act, **NATIONAL SOURCING, INC.**, a corporation organized and existing under the laws of the State of Florida (hereinafter referred to as the "Corporation"), hereby submits the following:

**ARTICLE I
NAME**

The name of the Corporation is NATIONAL SOURCING, INC.

**ARTICLE II
DURATION**

This Corporation shall continue its existence upon the filing of these Articles of Incorporation and shall have perpetual duration unless sooner dissolved according to law.

**ARTICLE III
PURPOSE AND GENERAL POWERS**

The general purpose of the Corporation shall be the transaction of any and all lawful business for which corporations may be incorporated under the Act. The Corporation shall have all of the powers enumerated in the Act and all such other powers as are not specifically prohibited to corporations for profit under the laws of the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

A. Number and Class of Shares Authorized; Par Value.

The aggregate number of shares of common stock (referred to in these Amended and Restated Articles of Incorporation as "Common Stock") which the Corporation shall have authority to issue is 1,000, all of which shall be voting Common Stock with a par value of \$0.01 per share. No fractional shares of Common Stock of the Corporation shall be issued. In lieu of fractional shares, the Corporation may take any action authorized by Section 607.0604 of the Florida Business Corporation Act, including, without limitation, paying to the prospective recipient of a fractional share the fair value of such fractional share, as determined by the Board of Directors of the Corporation.

B. Preemptive Rights.

Holders of Common Stock shall not have as a matter of right any preemptive or preferential right to subscribe for, purchase, receive, or otherwise acquire any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or of any bonds, debentures, notes, or other securities of the Corporation, whether or not convertible into shares of stock of the Corporation.

C. Dividends and Distributions.

(i) Subject to the provisions of the Florida Business Corporation Act, the Board of Directors of the Corporation may, from time to time, declare and pay dividends on its outstanding shares of Common Stock in cash, property, or its own shares of Common Stock, except when the Corporation is insolvent.

(ii) The Board of Directors of the Corporation may from time to time distribute to the shareholders, without shareholder authorization, out of capital surplus of the Corporation, a portion of its assets, in cash or property, subject to the requirements of the provisions of the Florida Business Corporation Act.

(iii) Each share of Common Stock issued and outstanding shall have identical distribution and liquidation rights, except that if the Corporation is an "S Corporation" as defined in Section 1361 of the Internal Revenue Code of 1986, as amended, the Board of Directors may, as a result of a change in the ownership of the shares of Common Stock, declare dividends in a taxable year that are made on the basis of the shareholders varying interests in the Corporation's income in such current or immediately preceding year in accordance with Treasury Regulation § 1.1361-1(f)(2)(iv) or any successor regulation, as then in effect.

ARTICLE V
REGISTERED OFFICE AND AGENT; PRINCIPAL OFFICE

The existing registered office of this Corporation in the State of Florida is located at 3415 East Frontage Road, Suite B, Tampa, Florida 33607, and the registered agent of the Corporation at that address is Pedro L. Valdez. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation. The principal office of the Corporation in the State of Florida is 3415 East Frontage Road, Suite B, Tampa, Florida 33607.

ARTICLE VI
INCORPORATOR

The name and street address of the person who served as the incorporator of the Corporation was as follows: J. Dale Gipson, 655 Gallatin Street, Huntsville, Alabama 35801.

ARTICLE VII
BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested solely in shareholders of the Corporation.

ARTICLE VIII
AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in any manner permitted by law, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE IX
INDEMNIFICATION

The Corporation shall indemnify its directors and officers to the maximum extent permitted under the Florida Business Corporation Act (or any similar provision). The Corporation may, to the extent authorized from time to time in the Corporation's Bylaws, or otherwise, by resolution of the Board of Directors of the Corporation, provide rights of indemnification and the advancement of expenses to employees and agents of the Corporation similar to those conferred in this Article IX to directors and officers of the Corporation.

ARTICLE X
HEADINGS AND CAPTIONS

The headings or captions of these various Articles of Incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OR PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

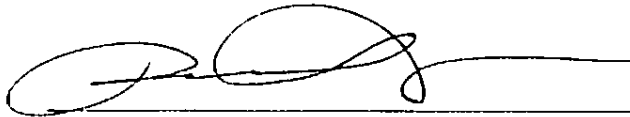
In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

National Sourcing, Inc. (the "Corporation") has named and designated Pedro L. Valdez as its Registered Agent to accept service of process within the State of Florida with its registered office located at 3415 East Frontage Road, Suite B, Tampa, Florida 33607.

ACKNOWLEDGMENT

Having been named as Registered Agent for the Corporation at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations relating to service as a registered agent, as the same may apply to the Corporation; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 28th day of May, 2021.

A handwritten signature in black ink, appearing to read 'Pedro L. Valdez', is written over a horizontal line.

Pedro L. Valdez, Registered Agent



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 8, 2021

MICHAEL DEAN
3415 EAST FRONTAGE ROAD-SUITE B
TAMPA, FL 33607 US

SUBJECT: NATIONAL SOURCING, INC.
Ref. Number: P05000068542

We have received your document for NATIONAL SOURCING, INC. . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$43.75.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Anissa Butler
Regulatory Specialist II

Letter Number: 521A00015510

RECEIVED

2021 JUL 26 PM 4:35



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 8, 2021

MICHAEL DEAN
3415 EAST FRONTAGE ROAD-SUITE B
TAMPA, FL 33607 US

SUBJECT: NATIONAL SOURCING, INC.
Ref. Number: P05000068542

2021 JUL 26 PM 4:34

RECEIVED

We have received your document for NATIONAL SOURCING, INC. . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$43.75.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Anissa Butler
Regulatory Specialist II

Letter Number: 521A00015510

6-1-21