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DIVISION OF CORPORATIONS
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Restated

Art.

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: SEMORAN FINANCIAL CORPORATION

DOCUMENT NUMBER: P05000139453

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

Please return all correspondence concerning this matter to the following:

Daniel D. Dinur, Esquire
(Name of Contact Person)

Dinur & Associates, P. C.
(Firm/ Company)

990 Hammond Drive, Suite 760
(Address)

Atlanta, GA 30328
(City/ State and Zip Code)

For further information concerning this matter, please call:

Daniel Dinur at (770) 395-3170
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$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

**RESTATED ARTICLES OF INCORPORATION
OF
SEMORAN FINANCIAL CORPORATION**

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
05 DEC -5 AM 10:23

Semoran Financial Corporation, whose Articles of Incorporation were filed by the Florida Department of State on October 11, 2005, does hereby file the following Restated Articles of Incorporation pursuant to Section 607.1007 of the Florida Business Corporation Act (the "Act").

**ARTICLE I
Name**

The name of the Corporation is Semoran Financial Corporation.

**ARTICLE II
Duration**

The Corporation shall exist perpetually, commencing October 11, 2005.

**ARTICLE III
Purpose**

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 Corporation is authorized to issue the following shares of capital stock:

(1) Common Stock. The aggregate number of shares of common stock (referred to in these Restated Articles of Incorporation as "Common Stock") which the Corporation shall have authority to issue is 25,000,000 with a par value of \$.01 per share.

(2) Preferred Stock. The aggregate number of shares of preferred stock (referred to in these Restated Articles of Incorporation as "Preferred Stock") which the Corporation shall have authority to issue is 5,000,000 with no par value.

B. Description of Preferred Stock.

The terms, preferences, limitations and relative rights of the Preferred Stock are as follows:

(1) The Board of Directors is expressly authorized at any time and from time to time to provide for the issuance of shares of Preferred Stock in one or more series, with such voting powers, full or limited (including, by way of illustration and not limitation, in excess of one vote per share), or without voting powers, and with such designations, preferences and relative participating, option or other rights, qualifications, limitations or restrictions, as shall be fixed and determined in the resolution or resolutions providing for the issuance thereof adopted by the Board of Directors, and as are not stated and expressed in these Restated Articles of Incorporation or any amendment hereto, including (but without limiting the generality of the foregoing) the following:

(a) The distinctive designation of such series and the number of shares which shall constitute such series, which number may be increased (except where otherwise provided by the Board of Directors in creating such series) or decreased (but not below the number of shares thereof then outstanding) from time to time by resolution of the Board of Directors; and

(b) The rate and manner of payment of dividends payable on shares of such series, including the dividend rate, date of declaration and payment, whether dividends shall be cumulative, and the conditions upon which and the date from which such dividends shall be cumulative; and

(c) Whether shares of such series shall be redeemed, the time or times when, and the price or prices at which, shares of such series shall be redeemable, the redemption price, the terms and conditions of redemption, and the sinking fund provisions, if any, for the purchase or redemption of such shares; and

(d) The amount payable on shares of such series and the rights of holders of such shares in the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation; and

(e) The rights, if any, of the holders of shares of such series to convert such shares into, or exchange such shares for, shares of Common Stock, other securities, or shares of any other class or series of Preferred Stock and the terms and conditions of such conversion or exchange; and

(f) The voting rights, if any, and whether full or limited, of the shares of such series, which may include no voting rights, one vote per share, or such higher number of votes per share as may be designated by the Board of Directors; and

(g) The preemptive or preferential rights, if any, of the holders of shares of such series 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 with the Corporation.

(2) Except in respect of the relative rights and preferences that may be provided by the Board of Directors as hereinbefore provided, all shares of Preferred Stock shall be identical, and each share of a series shall be identical in all respects with the other shares of the same series. When payment of the consideration for which shares of Preferred Stock are to be issued shall have been received by the Corporation, such shares shall be deemed to be fully paid and nonassessable.

C. Common Stock Voting Rights.

Each record holder of Common Stock shall be entitled to one vote for each share held. Holders of Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

D. 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.

ARTICLE V
Directors

The number of Directors of the Corporation shall be the number from time to time fixed in accordance with the provisions of the bylaws of the Corporation, but at no time shall the number of Directors be less than one.

ARTICLE VI
Amendment of Articles of Incorporation

These Restated Articles of Incorporation may be amended in the manner from time to time prescribed by law.

ARTICLE VIII
Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

The date of each amendment(s) adoption: November 18, 2005

Effective date if applicable: November 18, 2005, or as soon thereafter as practicable.
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were approved 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
_____"
(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.

Signature _____ Signature on last page of attached Restated Articles
(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)

Lloyd J. Weber

(Typed or printed name of person signing)

Chairman and Chief Executive Officer

(Title of person signing)

FILING FEE: \$35

CERTIFICATE

The foregoing Restated Articles of Incorporation were adopted by the sole director of the Corporation on November 18, 2005, pursuant to Sections 607.1002 and 607.1005 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned Chairman and Chief Executive Officer of this Corporation has executed these Restated Articles of Incorporation on the 18th day of November, 2005.

SEMORAN FINANCIAL CORPORATION

By:

Lloyd J. Weber

Chairman and Chief Executive Officer

STATE OF FLORIDA

COUNTY OF SEMINOLE

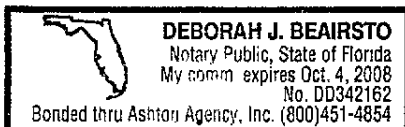
The foregoing instrument, was acknowledged before me this 18th day of November, 2005, by Lloyd J. Weber as Chairman and Chief Executive Officer for Semoran Financial Corporation.

Printed Name:

Notary Public, State of Florida

Personally Known ☒ or Produced Identification ☐

Type of Identification Produced _____



Deborah J. Beards
11-18-05