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*Amended &
Restated
Articles*

2024 OCT 30 AM 10:38

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2024 OCT 30 PM 12:30

SECRETARY OF STATE
TALLAHASSEE, FL

A. RAMSEY

OCT 31 2024



CSC - Tallahassee
1201 Hays Street
Tallahassee, FL 32301-2607
850-558-1500, Ext: x62969

To: Department Of State, Division Of Corporations
From: Amanda Miller
Ext: x62969
Date: 10/30/24
Order #: 1665566-1
Re: GRIDIRON INSURANCE UNDERWRITERS, INC.
Processing Method: Routine

TO WHOM IT MAY CONCERN:

A handwritten signature in black ink, appearing to read "Amanda Miller", is written over the "TO WHOM IT MAY CONCERN:" line.

Enclosed please find:

Amount to be deducted from our State Account: \$35.00 - FL State Account Number:
I20000000195

Please take the following action:

File in your office on basis
Issue Proof of Filing

Special Instructions:

Thank you for your assistance in this matter. If there are any problems or questions with this filing, please call our office.

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
GRIDIRON INSURANCE UNDERWRITERS, INC.**

EXEMPTION
FILED
OCT 30 AM 10:38
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

David DeMott and Joseph Anderton hereby certify that:

1. They are the duly elected and acting President and Secretary of GRIDIRON INSURANCE UNDERWRITERS, INC., a Florida corporation.
2. The Articles of Incorporation of this corporation are hereby amended and restated to read as follows:

I

The name of the corporation is GRIDIRON INSURANCE UNDERWRITERS, INC. (the "Corporation" or the "Company").

II

The address of the registered office of the Corporation in the State of Florida is:

261 N. University Drive
Suite 510
Plantation, Florida 33324

The name of the Corporation's registered agent and such agent's address is:

James P. Gainey, Esq.
6951 W. Sunrise Blvd.
Plantation, Florida 33313

III

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Florida Business Corporation Act.

IV

A. The Corporation is authorized to issue one classes of stock designated "Common Stock". The par value of the Common Stock shall be one cent (\$.01). The par value of the Common Stock shall be deemed retroactive to and effective as of April 18, 2006. The total number of shares which the Corporation is authorized to issue is Three Thousand (3,000) shares, all of which shall be Common Stock (the "Common Stock").

B. The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares of Common Stock then outstanding) by the affirmative vote of the holders of a majority of the Series A Common stock of the Corporation.

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C. One Thousand (1,000) of the authorized shares of Common Stock are hereby designated Series A Common Stock (the "Series A Common").

D. Two Thousand (2,000) of the authorized shares of Common Stock are hereby designated Series B Common Stock (the "Series B Common").

E. The rights, preferences, privileges, restrictions and other matters relating to the Series A Common are as follows:

1. Dividend Rights. Holders of Series A Common, in equal rank with the holders of the Series B Common, shall be entitled to receive, when and as declared by the Board of Directors, but only out of funds that are legally available therefor, cash dividends at the rate to be determined by the Board of Directors from time to time for each outstanding share of Series A Common (as adjusted for any stock dividends, combinations, splits, recapitalizations and the like with respect to such shares). Such dividends shall be payable only when, as and if declared by the Board of Directors.

2. Voting Rights. The Series A Common shall be voted at any annual or special meeting of shareholders of the Company, and may act by written consent upon the following basis: each holder of shares of Series A Common shall be entitled to such number of votes equal to the whole number of shares of Series A Common held.

3. Liquidation Rights. Upon any liquidation, dissolution, or winding up of the Company, whether voluntary or involuntary, the holders of Series A Common, in equal rank with the holders of the Series B Common, shall be entitled to be paid out of the assets of the Company ratably in proportion to each share of Series A Common held by them.

F. The rights, preferences, privileges, restrictions and other matters relating to the Series B Common are as follows:

1. Dividend Rights. Holders of Series B Common, in equal rank with the holders of the Series A Common, shall be entitled to receive, when and as declared by the Board of Directors, but only out of funds that are legally available therefor, cash dividends at the rate to be determined by the Board of Directors from time to time for each outstanding share of Series B Common (as adjusted for any stock dividends, combinations, splits, recapitalizations and the like with respect to such shares). Such dividends shall be payable only when, as and if declared by the Board of Directors.

2. Voting Rights. The Series B Common shall be non-voting common stock.

3. Liquidation Rights. Upon any liquidation, dissolution, or winding up of the Company, whether voluntary or involuntary, the holders of Series B Common, in equal rank with the holders of the Series A Common, shall be entitled to be paid out of the assets of the Company ratably in proportion to each share of Series B Common held by them.

V

A. A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the director derived an improper personal benefit. If the Florida Business Corporation Act is amended after approval by the

EXECUTION

stockholders of this Article V to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act, as so amended.

B. Any repeal or modification of this Article V shall only be prospective and shall not affect the rights under this Article V in effect at the time of the alleged occurrence of any action or omission to an act giving rise to liability.

VI

For the management of the business and for the conduct of the affairs of the Corporation, and in further definition, limitation and regulation of the powers of the Corporation, of its directors and of its stockholders or any class thereof, as the case may be, it is further provided that:

A. The management of the business and the conduct of the affairs of the Corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed by the Board of Directors in the manner provided in the Bylaws.

B. The Board of Directors may from time to time make, amend, supplement or repeal the Bylaws; provided, however, that the Series A Common stockholders may change or repeal any Bylaw adopted by the Board of Directors by the affirmative vote of the holders of a majority of the voting power of all of the then outstanding shares of the Series A Common of the Corporation; and, provided further, that no amendment or supplement to the Bylaws adopted by the Board of Directors shall vary or conflict with any amendment or supplement thus adopted by the stockholders.

C. The directors of the Corporation need not be elected by written ballot unless the Amended and Restated Bylaws so provide.

VII

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

These Amended and Restated Articles of Incorporation have been duly approved by the Board of Directors of this Corporation.

These Amended and Restated Articles of Incorporation have been duly adopted in accordance with the provisions of Section 607.1003 of the Florida Business Corporation Act by the stockholders of the Corporation on October 29, 2024. The total number of outstanding shares entitled to vote or act by written consent was 150 shares of Common Stock. A majority of the outstanding shares of Common Stock approved these Amended and Restated Articles of Incorporation by unanimous written consent as of October 29, 2024, in accordance with Section 607.1003 of the Florida Business Corporation Act and written notice of such was given by the Corporation in accordance with said Section 607.1003 of the Florida Business Corporation Act.

{SIGNATURE PAGE ATTACHED. THIS AREA INTENTIONALLY BLANK.}

EXECUTION

IN WITNESS WHEREOF, GRIDIRON INSURANCE UNDERWRITERS, INC., a Florida corporation, has caused these Amended and Restated Articles of Incorporation to be signed by the President and the Secretary in Plantation, Florida, this 29th day of October, 2024.

GRIDIRON INSURANCE UNDERWRITERS, INC.,

a Florida corporation

By: DAVID DEMOTT

David DeMott

President

By: Joseph Anderton

Joseph Anderton
Secretary