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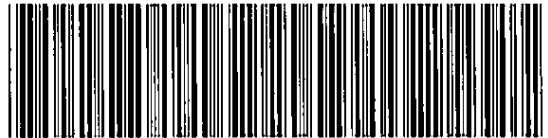
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*Amended &
Restated
Articles*

2022 NOV -3 AM 10:11

FILED

A. RAMSEY
NOV 08 2022

2022 NOV -3 PM 3:30

*02250, 00563, 00671

CT CORP

3458 Lakeshore Drive, Tallahassee, FL 32312

850-656-4724

Date: 11/03/2022

Acc#120160000072

W: C SW

Name:	WBPARTS, INC.
Document #:	
Order #:	14619835

Certified Copy of Arts & Amend:	☐		
Plain Copy:	☐		
Certificate of Good Standing:	☐		
Certified Copy of	☐		
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Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____
Ref# _____

Amount: \$ 43.75

Thank you!



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 4, 2022

CT CORP

TALLAHASSEE, FL 32312

SUBJECT: WBPARTS, INC.
Ref. Number: P06000141914

CORRECTED
Please Allow For
Same File Date

We have received your document for WBPARTS, INC. and the authorization to debit your account in the amount of \$43.75. However, the document has not been filed and is being returned for the following:

The date of adoption of each amendment must be included in the document.

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) 245-6823.

Annette Ramsey
OPS

Letter Number: 022A00024824

RECEIVED
2022 NOV -7 PM12:11
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
WBPARTS, INC.**

FILED
2022 NOV -3 AM 10:11

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida Profit Corporation adopts the following Amended and Restated Articles of Incorporation by a sufficient vote of the shareholders on November 3, 2022:

ARTICLE I: NAME

The name of the corporation is WBPARTS, Inc. (the "**Corporation**") and this Corporation was originally incorporated pursuant to the Florida Business Corporation Act (the "**FBCA**") on November 9, 2006.

ARTICLE II: PRINCIPAL OFFICE

The street address of the principal office of the Corporation is 2300 Commerce Park Drive, Palm Bay, Florida 32905.

ARTICLE III: PURPOSE

The Corporation is organized to transact any or all lawful business for which corporations may be incorporated under the FBCA as it now exists or may hereafter be amended or supplemented.

ARTICLE IV: TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE V: SHARES

The total number of shares that the Corporation is authorized to issue and have outstanding at any time is 1,000, all of which shall be common stock with a par value of \$0.01 per share.

ARTICLE VI: REGISTERED OFFICE AND AGENT

The address of the Corporation's registered office is 1200 South Pine Island Road, Plantation, Florida 33324. The name of the Corporation's registered agent at that office is C T Corporation System.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in these Amended and Restated Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Stephanie Henry
Signature of New Registered Agent

11/04/2022
Date

ARTICLE VII: INCORPORATOR

The name and address of the initial incorporator of the Corporation is: Andrew S. Billig, Edwards Angell Palmer & Dodge LLP, 350 East Las Olas Boulevard, Suite 1150, Fort, Lauderdale, Florida 33301-4215.

ARTICLE VIII: BOARD OF DIRECTORS

The number of directors of the Corporation shall be determined in the manner set forth in the Bylaws of the Corporation. Except as set forth herein, each director shall be entitled to one vote on each matter presented to the Board of Directors. Notwithstanding the foregoing, at all times, the Wincove Director (as defined herein) shall have a number of votes on all matters such that at all times such Wincove Director holds sufficient votes to unilaterally constitute a majority of the votes of the Board of Directors. For the avoidance of doubt, no action may be approved by the Board of Directors unless the Wincove Director approves such action. The "**Wincove Director**" shall be an individual identified in a resolution of the stockholders of the Corporation.

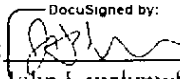
ARTICLE IX: INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Corporation shall indemnify, advance expenses, and hold harmless, to the fullest extent permitted by the FBCA and other applicable law as it presently exists or may hereafter be amended, any person (a "**Covered Person**") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal (a "**Proceeding**"), by reason of the fact that they, or a person for whom they are the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation or of a partnership, joint venture, trust, enterprise, or nonprofit entity, including service with respect to employee benefit plans, against all liability, damages, and loss suffered and expenses (including attorneys' fees) actually and reasonably incurred by such Covered Person. Any amendment, repeal, or modification of this Article VII shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

ARTICLE X: EFFECTIVE DATE AND TIME

The effective date and time of these Amended and Restated Articles of Incorporation shall be the date and time that these Amended and Restated Articles of Incorporation are filed with Florida Department of State, Division of Corporations.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation on November 3, 2022.

By:  _____
John A. Mahan, Secretary