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*Amended Ans  
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11 MAR 14 PM 4:13  
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TALLAHASSEE, FLORIDA

*TR 3-16-11*

KARL A. BURGUNDER,  
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March 10, 2011

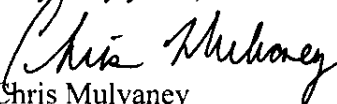
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Express Insurance & Financial Services, Inc.

Dear Sir or Madam:

Enclosed please find the Second Amended and Restated Articles of Incorporation for the above referenced entity and check #6105 for \$35.00 representing the filing fee. Please file per your usual manner and return confirmation of filing to me in the enclosed self-addressed stamped envelope.

Very truly yours,

  
Chris Mulvaney  
Legal Assistant

Enclosures

FILED  
11 MAR 14 PM 4:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

EXPRESS INSURANCE & FINANCIAL SERVICES, INC.

The undersigned, being and constituting all of the shareholders of EXPRESS INSURANCE & FINANCIAL SERVICES, INC., for the purposes of amending the articles of incorporation as set forth herein, and in accordance with the provisions of Chapter 607, Florida Statutes, hereby execute and file these SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION OF EXPRESS INSURANCE & FINANCIAL SERVICES, INC. effective as of the date of execution hereof, and by whose signatures hereon waive notice of a meeting of the shareholders for purpose of approving the same, and hereby approve these amended and restated articles of incorporation, which shall supersede in all respects the ARTICLES OF INCORPORATION of EXPRESS INSURANCE & FINANCIAL SERVICES, INC. which were filed in the office of the Florida Secretary of State - Divisions of Corporations on February 19, 2007 and as amended by the AMENDED AND RESTATED ARTICLES OF INCORPORATION filed on August 28, 2008, as follows:

#### ARTICLE I - NAME

The name of this corporation is EXPRESS INSURANCE & FINANCIAL SERVICES, INC.

#### ARTICLE II - COMMENCEMENT OF EXISTENCE AND DURATION

The date of commencement of the existence of the corporation shall be February 19, 2007 and the corporation's existence shall be perpetual.

#### ARTICLE III - PRINCIPAL OFFICE

The principal place of business of the corporation is 1759 W. Broadway St, Suite 4, Oviedo, FL 32765. The mailing address of the corporation is 520 Valley Stream Drive Geneva, FL 32732. The corporation may, from time to time, change the principal office of the corporation or its mailing address, or it may designate such other offices and places of business as it deems necessary to carry out its purposes.

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Oviedo, FL 32765  
FBN 980935

#### ARTICLE IV - PURPOSE

This corporation is organized for, and may conduct business for, any lawful purpose without limitation.

#### ARTICLE V - CAPITAL STOCK

This corporation shall have one class of shares, designated as "common shares." The number of shares of stock that this corporation is authorized to have outstanding at any one time is: ten thousand and no/100 shares. The shares shall have a par value of \$.01 per share. Shares of this corporation shall be represented by share certificates duly issued according to Florida law.

The shares of this corporation's common stock are and will remain subject to the terms of one or more Shareholder's Agreements. All share certificates issued by the corporation shall bear on the face of said certificate a legend which includes the effective date of such Shareholder's Agreement(s) and a notation of the fact that the transfer of title in the shares represented by such certificate is restricted under the terms of such Agreements(s). The holder of each common share shall be entitled to one vote as to all matters to which voting is required or authorized by law or by agreement, and shall be issued as the corporation shall from time to time determine.

#### ARTICLE VI - PRE-EMPTIVE RIGHTS

Unless otherwise restricted by the terms of a Shareholders' Agreement, every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VII - REGISTERED OFFICE AND AGENT

The name and address of the registered agent of the corporation is Robert G. Franz, whose physical address is 1759 W. Broadway, Suite 4, Oviedo, FL 32765.

#### ARTICLE VIII - MANAGEMENT

Pursuant to Florida Statute §607.0732, the management of the corporation shall be carried out directly by the shareholders and no board of directors shall exist. Except as may otherwise be set forth in one or more agreements of shareholders of the corporation, a vote of the majority of shares issued and outstanding shall be required for all corporate actions. The shareholders

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managing the business of the corporation shall be vested with the same powers as otherwise would be vested in a board of directors, without limitation, and shall specifically retain the power to: create, empower, and dissolve a board of directors; declare dividends; make distributions (whether proportional to share ownership or otherwise); adopt, amend, or repeal bylaws; appoint, empower, compensate, and terminate officers; enter into contracts, indemnify officers and agents; delegate executive authority; establish procedures for resolving deadlock; or to dissolve the corporation. Notwithstanding the foregoing, no shareholder shall be entitled to vote his shares in any corporate matter unless such shareholder is 18 years of age in the case of natural persons. Voting rights of shareholders who are natural persons under age 18 shall instead be vested in such person's natural or legal guardian. Shareholders holding shares as tenants by the entireties or as joint tenants shall be required to designate in writing one person from the persons comprising such tenants by the entireties or joint tenants as the voting designee for such shares. No person or persons other than such voting designee or his or her duly authorized proxy shall be entitled to vote such shares held jointly or by the entireties.

#### ARTICLE IX - OFFICERS

The officers of the corporation are as set forth below. The officers shall serve at the pleasure of, and in such manner as, the shareholders shall from time to time determine. The respective duties and authorities of such officeholders shall be as set forth in the bylaws of Corporation, as the same may be duly amended from time to time.

1. Robert G. Franz, President and Secretary
2. Michele Franz, Treasurer

#### ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer, director, shareholder, or incorporator, or any former officer, director, shareholder, or incorporator, to the fullest extent permitted by law.

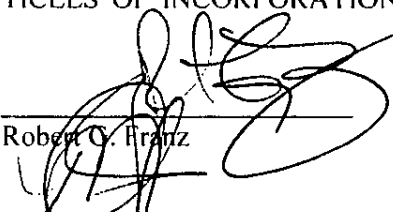
#### ARTICLE XI - CORPORATE SEAL

Unless subsequently adopted by the shareholders, or by the Board of Directors, if one is

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created subsequent to the filing of these Amended and Restated Articles of Incorporation, the Corporation shall not have an official corporate seal.

IN WITNESS WHEREOF, the undersigned shareholders have executed these SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION effective this 7<sup>th</sup> day of March, 2011 at Oviedo, Florida.

  
Robert C. Franz

  
Michele Franz

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