

P07000070572

\_\_\_\_\_  
(Requestor's Name)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



000249736120

07/15/13--01006--026 \*\*35.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
13 JUL 15 PM 2:20

JUL 17 2013

T. BROWN



BRIDGEWATER PLACE • POST OFFICE BOX 352  
GRAND RAPIDS, MICHIGAN 49501-0352

TELEPHONE 616/336-6000 • FAX 616/336-7000 • WWW.VARNUMLAW.COM

RUTH E. REICKARD

DIRECT DIAL 616/336-6802  
E-MAIL: rereickard@varnumlaw.com

July 10, 2013

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

Re: Florida Shores Service Company Amended and Restated Articles of Incorporation

Dear Sir/Madam:

Enclosed for filing are Amended and Restated Articles of Incorporation for Florida Shores Service Company (along with an extra copy to be time-stamped and returned to me). Also enclosed is our check in the amount of \$35.00 for filing fees.

Finally, a Business Reply Envelope is enclosed for your convenience in returning the time-stamped copy of the filed document to me.

Thank you for your attention to this matter. If you have any questions, please feel free to call me toll free at 1-800-262-0011.

Sincerely,

Ruth E. Reickard  
Legal Assistant

Enclosures

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
FLORIDA SHORES SERVICE COMPANY**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
13 JUL 15 PM 2:20

Florida Shores Service Company, a corporation organized and existing under the laws of the State of Florida (the "Corporation"), in accordance with the provisions of Section 607.1007 of the Florida Business Corporation Act, as amended from time to time (the "Act"), does certify:

The original Articles of Incorporation of the Corporation were filed on June 18, 2007 (the "Articles") with the Florida Secretary of State (the "State");

On May 1, 2013, Articles of Amendment to the Articles of the Corporation, adopted by the Board of Directors of the Corporation (the "Board") in accordance with the Articles and the Bylaws of the Corporation and Section 607.0602 of the Act, were filed with the State to create a series of 500 shares of preferred stock of the Corporation designated as "Series A Senior Preferred Stock";

On July 8, 2013, the Board and all of the shareholders of the Corporation, in accordance with the Articles and the Bylaws of the Corporation and the Act, adopted written resolutions to amend and restate the Articles; and

The text of the Articles is hereby restated in its entirety and further amended to read as follows:

**ARTICLE I**

**Name**

The name of the Corporation is Florida Shores Service Company.

**ARTICLE II**

**Duration**

This Corporation 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 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 Amended and Restated Articles of Incorporation as "Common Stock") which the Corporation shall have authority to issue is 5,000,000 with a par value of \$5.00 per share.

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

#### B. Designation of Series A Senior Preferred Stock.

(1) Designation and Amount. A series of Preferred Stock shall be designated as the Corporation's Series A Senior Preferred Stock (the "Series A Shares"), and the number of shares so designated shall be 5,000.

(2) Liquidation Amount. Each Series A Share shall have a liquidation amount of One Thousand Dollars (\$1,000).

(3) Dividends. There shall be no dividends payable on the Series A Shares.

(4) Voting. The holders of the Series A Shares shall not have any voting rights except as set forth in these Amended and Restated Articles of Incorporation or as otherwise from time to time required by law. As long as any Series A Share remains outstanding, in addition to any other vote or consent of shareholders required by law or by these Amended and Restated Articles of Incorporation or the Bylaws of the Corporation, the vote or consent of the holders of at least a majority of the Series A Shares then outstanding, voting as a separate class, given in person or by proxy, either in writing without a meeting or by vote at any meeting called for the purpose, shall be necessary for effecting or validating any of the following:

(a) Any declaration, approval, or payment of any dividend or direct or indirect distribution on the Common Stock;

(b) Any purchase, redemption, or other direct or indirect acquisition by the Corporation or any of its affiliates of any shares of the Common Stock;

(c) Any amendment or alteration of the Corporation's Amended and Restated Articles of Incorporation (i) to authorize or create or increase the authorized amount of, or any issuance of, any shares of, or any securities convertible into or exchangeable or exercisable for shares of, any class or series of capital stock of the Corporation ranking senior to the Series A Shares with respect to either or both the payment of dividends and/or the distribution of assets on any liquidation, dissolution, or winding up of the Corporation, or (ii) that adversely affect the rights, preferences, privileges, or voting powers of any Series A Shares; or

(d) Any consummation of a binding share exchange or reclassification involving any Series A Shares, or of a merger or consolidation of the Corporation with another corporation or other entity, or of any sale of all or substantially all of the Corporation's assets.

(5) Liquidation, Dissolution, or Winding Up. In the event of any liquidation, dissolution, or winding up of the affairs of the Corporation, whether voluntary or involuntary, holders of Series A Shares shall be entitled to receive for each Series A Share, out of the assets of the Corporation or proceeds of such assets available for distribution to stockholders of the Corporation, subject to the rights of any creditors of the Corporation, before any distribution of such assets or proceeds is made to or set aside for the holders of the Common Stock, payment in full in an amount equal to the Liquidation Amount. If in any such distribution, the assets of the Corporation or proceeds of such assets are not sufficient to pay in full the amounts payable with respect to all outstanding Series A Shares, holders of the Series A Shares shall share ratably in any such distribution in proportion to the full respective distributions to which they are entitled. Once the Liquidation Amount has been paid in full for each outstanding Series A Share, the holders of the Common Stock shall be entitled to receive all remaining assets of the Corporation (or proceeds of such assets) according to their respective rights and preferences.

(6) No Conversion. The Series A Shares are not convertible into shares of Common Stock or any other security.

(7) Redemption at Option of Corporation. At any time, the Corporation may redeem, in whole or in part, at any time and from time to time, out of funds legally available therefor, the Series A Shares then outstanding, upon written notice provided to the holders of such shares, at a redemption price equal to the Liquidation Amount per share. The redemption price for any Series A Shares shall be payable on the redemption date to the holder of such shares against surrender of the certificate(s) evidencing such shares to the Corporation. In case of any redemption of part of the Series A Shares then outstanding, the shares to be redeemed shall be selected pro rata. Series A Shares that are redeemed, repurchased, or otherwise acquired by the Corporation shall revert to authorized but unissued shares of Preferred Stock. The Series A Shares will not be subject to any mandatory redemption, sinking fund, or other similar provisions. Holders of Series A Shares will have no right to require redemption or repurchase of any Series A Shares.

C. Description of Remaining Shares of Preferred Stock.

The terms, preferences, limitations and relative rights of the shares of Preferred Stock other than those designated as Series A Shares are as follows:

(1) The Board 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 in addition to the series designated in these Amended and Restated Articles of Incorporation, 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, and as are not stated and expressed in these Amended and 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 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; 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; 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 of the Corporation.

(2) Except in respect of the relative rights and preferences that may be provided by the Board 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.

D. 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.

E. 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

### Registered Office and Agent; Principal Place of Business

The registered office of this Corporation shall be located at the City of Clearwater, County of Pinellas and State of Florida, and its address there shall be, at present, 13773 Icot Blvd., Suite 503, Clearwater, Florida 33760, and the registered agent of the Corporation at that address shall be N. Dale Kaper. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Amended and Restated Articles of Incorporation. The principal place of business and the mailing address of the Corporation shall be: 13773 Icot Blvd., Suite 503, Clearwater, Florida 33760.

## ARTICLE VI

### Board of Directors

The Board of Directors of the Corporation shall consist of five directors. As of the date of filing these Amended and Restated Articles of Incorporation, the names and street addresses of the Directors of this Corporation are:

---

<u>Name</u>	<u>Address</u>
Benj. A. Smith, III	13773 Icot Blvd., Suite 503, Clearwater, Florida 33760
N. Dale Kaper	13773 Icot Blvd., Suite 503, Clearwater, Florida 33760
Robert F. Boksa	13773 Icot Blvd., Suite 503, Clearwater, Florida 33760
Robert E. Sewick	13773 Icot Blvd., Suite 503, Clearwater, Florida 33760
James F. Kuhlman	13773 Icot Blvd., Suite 503, Clearwater, Florida 33760

The number of Directors of this Corporation shall be the number from time to time fixed by the Shareholders, or by the Directors, in accordance with the terms and conditions of the Bylaws, but at no time shall said number of Directors be less than one.

#### **ARTICLE VII**

##### **Bylaws**

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

#### **ARTICLE VIII**

##### **Amendment**

This Corporation reserves the right to amend or repeal any provisions contained in these Amended and Restated Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

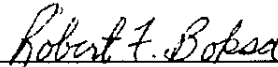
#### **ARTICLE IX**

##### **Headings and Captions**

The headings or captions of these various Amended and Restated 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.



**IN WITNESS WHEREOF**, the undersigned does hereby make and file these Amended and Restated Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his hand and seal this 8th day of July, 2013.

  
\_\_\_\_\_  
Robert F. Boksa  
President

6261119