

P07000083936

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*Amended &  
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Articles*

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08 FEB 22 PM 12:39  
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2008 FEB 22 PM 4:36  
DEPARTMENT OF STATE  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*FOR*

*2/25/08*



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 456075 109928A

AUTHORIZATION

COST LIMIT : \$ 43.75

ORDER DATE : February 22, 2008

ORDER TIME : 11:45 AM

ORDER NO. : 456075-005

CUSTOMER NO: 109928A

DOMESTIC AMENDMENT FILING

NAME: MYD SAMOA, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kelly Courtney -- EXT# 2916

EXAMINER'S INITIALS: \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

**RESUBMIT**  
Please give original  
submission date as file date.

February 22, 2008

CSC  
ATTN: KELLY  
TALLAHASSEE, FL

SUBJECT: MYD SAMOA, INC  
Ref. Number: P07000083936

We have received your document for MYD SAMOA, 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/authorization of this document must be a date on or prior to submitting the document to this office, and this date must be specifically stated in the document. If you wish to have a future effective date, you must include the date of adoption/authorization and the effective date. The date of adoption/authorization is the date the document was approved.

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) 245-6903.

Cheryl Coulliette  
Regulatory Specialist II

Letter Number: 308A00011345

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TO ACKNOWLEDGE  
SUFFICIENCY OF FILING

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
MYD SAMOA, INC.

FILED

2008 FEB 22 PM 4:36

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MYD Samoa, Inc. hereby amends and restates its Articles of Incorporation to read as follows:

**ARTICLE I**  
**NAME**

The name of the corporation is MYD SAMOA, INC.

**ARTICLE II**  
**DURATION OF EXISTENCE**

The period of duration of the corporation is perpetual and commences on the day these Articles are approved.

**ARTICLE III**  
**PURPOSES AND POWERS**

The purpose and powers of this corporation are:

1. To engage in and carry on the business of a ship repair facility, operate a marina and boatyard and to sell and rent marine equipment and supplies; provide wharfs, berths, slips, buoys and piers for the maritime general public and to private persons and entities; to provide service and supply concessions for ocean going vessels and the general public including, but not limited to, a marine fuel supply facility, marine supplies and provisions; to provide repairs to commercial, governmental, sport and game fishing vessels and facilities; to provide and operate dry dock facilities for the repair and maintenance of maritime vessels of every nature including, but not limited to, fishing vessels, sailboats, yachts, small water craft, commercial watercraft and the like; to provide ship chandlery services, to offer the sales and service of navigation and maritime safety equipment and to do all other things and conduct such business operations customarily connected to or a part of the ownership and operation of a boatyard and ship repair facility; to own the stocks and bonds of other corporations and particularly of corporations

engaged in importing, exporting, purchasing, leasing, or otherwise acquiring, for cash or on terms of credit, items of a maritime nature; and generally to do all things necessary, pertinent, or convenient to the above purposes. To buy, own, lease, rent, maintain, sell or otherwise acquire and dispose of vehicles, machinery, equipment, vessels, buildings, piers, wharfs, docking equipment, fuel delivery supplies, systems and equipment and the sundry items necessary or incidental to the operation and furtherance of the boatyard and ship repair facility contemplated herein including, but not limited to, such equipment, machinery, vehicles, tools, vessels, goods, and sundry items ordinarily and generally used in the conduct of such business purpose.

2. To purchase, to receive by way of gift, subscribe for, invest in, and in all other ways acquire, import, lease, possess, maintain, handle on consignment, own, hold for investment or otherwise use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all other ways dispose of, deal in and with property of every kind and character, real, personal or mixed, tangible or intangible, wherever situated and however held, including, but not limited to, money, credits, choses in action, securities, stocks, bonds, warrants, script, certificates, debentures, mortgages, notes, commercial paper and other obligations and evidences of interest in or indebtedness of any person, firm or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every other kind and character of personal property, real property (improved or unimproved), and the products and avails thereof, and every character of interest therein and appurtenance thereto, including, but not limited to, mineral, oil, gas and water rights, all or any part of any going business and its incidents, franchises, subsidies, charters, concessions, grants, rights, powers or privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing, and to exercise in respect thereof all of the rights, powers, privileges, and immunities of individual owners or holders thereof, except as otherwise prohibited by law.

3. To hire and employ agents, servants and employees, and to enter into agreements, and to act as agent, contractor, trustee, factor or otherwise, either alone or in company with others.

4. To promote or aid in any manner, financially or otherwise, any person, firm, association or corporation, and to make any guaranty respecting stock, dividends, securities, indebtedness, interest, contracts or other obligations of any legal entity.

5. To let concessions to others to do any of the things that this corporation is empowered to do, and to enter into, make, perform, and carry out, contracts and arrangements of every kind or character, including but not limited to any lawful arrangement for sharing profits, union of interest, reciprocal association, cooperative association, general or limited partnership, or joint

venture, with any person, firm, association or corporation, or any government or authority or subdivision or agency thereof, or any other legal entity, domestic or foreign.

6. To carry on any business whatsoever that this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interests of the corporation, and to have and to exercise all powers conferred by the laws of the territory of American Samoa on corporations formed under the laws pursuant to which and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended, or conferred by the laws of any other locality where the corporation may do business, and to do all things herein above set forth to the same extent and as natural persons might or could do, either alone or in connection with other persons, firms, associations or corporation.

7. The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the powers of this corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in no wise limited or restricted by any term or provisions of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expresses, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

8. The corporation may carry out its purposes and exercise its powers in any state, territory, district or possession of the United States, or in any foreign country, to the extent of applicable law; and it may limit the purpose or purposes that it proposes to carry out or the powers it proposes to exercise in any application to do business in any jurisdiction.

9. The Board of Directors, subject to any limitation contained herein, shall direct the purposes and exercise the powers of the corporation without previous authorization or subsequent approval by the shareholders of the corporation.

10. Each of the purposes and powers enumerated in this Article shall be construed as independent of each other and reference to, or inference from, the terms of any other clause shall not limit the matters expressed in each clause.

#### **ARTICLE IV** **STOCK**

A. The Corporation is authorized to issue one class of shares to be designated "common" shares. The number of common shares authorized is to issue 10,000 shares of "common" stock with a par value of \$1.00 per share. The corporation is authorized to issue

additional shares of "common" stock at times and in an amount or amounts deemed appropriate by the board of directors; provided however that such action complies with Florida corporate law, these articles and the bylaws of the corporation, if any. The corporation shall only issue stock for an equivalent in money or labor done or property actually received and applied to the purposes for which the corporation is formed. Neither labor nor property shall be received in payment of stock at a greater value than the actual value thereof at the time the labor was done or the property delivered to the corporation; provided, however, that the Board of Directors shall also have the power and authority to allocate any consideration received by the corporation for the issuance of stock between capital and paid-in surplus.

B. The amount of paid-in capital with which the corporation shall commence business exceeds Five Thousand (\$5,000.00) dollars.

C. The holders of the capital stock shall be entitled to receive, when and as declared by the Board of Directors, solely out of earned surplus, dividends payable either in cash, in property, or in shares of the capital stock.

D. No dividends shall be paid upon the capital stock in any medium if the corporation is, or will thereby be rendered, insolvent.

#### **ARTICLE V** **BYLAWS**

Bylaws shall be adopted by the shareholders of the corporation, and may be altered, annulled, amended or repealed pursuant to the provisions contained therein. The Bylaws may contain any provision for the regulation and management of the affairs of the corporation that are not inconsistent with the laws of Florida or these Articles of Incorporation.

#### **ARTICLE VI** **ANNUAL MEETING**

The annual meeting of shareholders of the corporation shall be held within 60 days of the close of the fiscal year, which begins on **January 1st** and ends on **December 31st** of each year, pursuant to notice as provided in the Bylaws of the corporation.

#### **ARTICLE VII** **SPECIAL MEETINGS**

Special meetings of the shareholders shall be called at any time by the Secretary upon receipt of a written request for such a meeting from any shareholder. The written request shall state the purpose for which the meeting is requested, and the agenda of a special meeting shall

be limited to the purposes stated in the shareholder's request. The Secretary shall schedule a special meeting within a reasonable time after receiving a written request, or within the time required in the Bylaws, and notice of such meetings shall be given in the manner set forth in the Bylaws.

**ARTICLE VIII**  
**PRINCIPAL PLACE OF BUSINESS; REGISTERED AGENT**

The principal place of business of the corporation is 2212 S. Andrews Avenue, Fort Lauderdale, Florida 33316. The principal place of business may be changed at the option of the corporation at any time and, if changed, appropriate notice will be provided to the necessary governmental authorities.

The registered agent of the corporation is Joseph C. Moffa, One Financial Plaza, Suite 2202, Fort Lauderdale, Florida 33394. By his signature below, Joseph C. Moffa certifies that he is familiar with and accepts the responsibilities of registered agent.

**ARTICLE IX**  
**LIABILITY OF SHAREHOLDERS**

The private property of the shareholders shall be exempt from the debts of the corporation.

**ARTICLE X**  
**AMENDMENT OF ARTICLES**

These Articles may be amended by an affirmative vote of two-thirds (2/3) shares of outstanding stock of the corporation entitled to vote at a meeting of shareholders called for that purpose.

**ARTICLE XI**  
**DISSOLUTION**

The corporation may be dissolved by an affirmative vote of 2/3 of the shares of outstanding stock entitled to vote at a meeting of shareholders duly noticed and called for that purpose. Dissolution shall be conducted in compliance with all rules, regulations and laws of the State of Florida that are applicable to such action.



**ARTICLE XII**  
**NAME AND ADDRESS OF INCORPORATOR**

The name and address of the incorporator is:

Joseph C. Moffa  
One Financial Plaza  
Suite 2202  
Fort Lauderdale, Florida 33394

**ARTICLE XIII**  
**DIRECTORS AND OFFICERS**

The number of Directors of the corporation shall be not less than three. The number of directors can be increased or decreased by a 2/3-majority vote of the shareholders of record at a special meeting called for that purpose. The names and address of the persons who shall manage the affairs of the corporation as the current directors and officers until removed by the stockholders or by the board of directors, with or without cause, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
1. ROBERT WEIHE	2212 S. Andrews Avenue Fort Lauderdale, FL 33316	President, Director
2. DANIEL DELMONICO	2212 S/ Andrews Avenue Fort Lauderdale, FL 33316	Vice President / Secretary, Director
3. JOSEPH MOFFA	One Financial Plaza Suite 2202 Fort Lauderdale, FL 33394	Vice President/CEO, Director

The Directors shall subsequently be elected at the next annual shareholders meeting by a majority of the shareholders present and voting, who shall cast one vote for each candidate for each director position. Each director shall serve for a one-year term or until the election of a successor. The rules for removing directors and for filling vacancies shall be in the manner set forth in the corporation's Bylaws.

The officers of the corporation shall be elected at the annual directors meeting by a majority of the directors present and voting, who shall cast one vote for each candidate for each office. Each officer shall serve for a one-year term or until the election of a successor. The

rules for removing officers and for filling vacancies shall be in the manner set forth in the corporation's Bylaws.

These amendments were approved by the all of shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval. The amendment was adopted on February 19, 2008.

**ATTESTATION**

I, JOSEPH C. MOFFA, the undersigned Officer and Director, has been authorized to execute this document on behalf of this company.

  
\_\_\_\_\_  
JOSEPH C. MOFFA  
VP., Director