

P07000100658

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

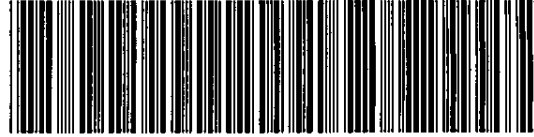
(Business Entity Name)

(Document Number)

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

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17 JAN 20 PM 4:30

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SECRETARY OF STATE  
SUFFOLK COUNTY

P07 000100658  
Backdate 20th  
1-25-17

## CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

5 Star Refrigeration & Air Conditioning, Inc.

Signature \_\_\_\_\_

Requested by: Seth

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

\_\_\_\_ Art of Inc. File \_\_\_\_\_  
\_\_\_\_ LTD Partnership File \_\_\_\_\_  
\_\_\_\_ Foreign Corp. File \_\_\_\_\_  
\_\_\_\_ L.C. File \_\_\_\_\_  
\_\_\_\_ Fictitious Name File \_\_\_\_\_  
\_\_\_\_ Trade/Service Mark \_\_\_\_\_  
\_\_\_\_ Merger File \_\_\_\_\_  
\_\_\_\_ Art. of Amend. File \_\_\_\_\_  
\_\_\_\_ RA Resignation \_\_\_\_\_  
\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_  
\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_  
\_\_\_\_ Cert. Copy \_\_\_\_\_  
\_\_\_\_ Photo Copy \_\_\_\_\_  
\_\_\_\_ Certificate of Good Standing \_\_\_\_\_  
\_\_\_\_ Certificate of Status \_\_\_\_\_  
\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_  
\_\_\_\_ Corp Record Search \_\_\_\_\_  
\_\_\_\_ Officer Search \_\_\_\_\_  
\_\_\_\_ Fictitious Search \_\_\_\_\_  
\_\_\_\_ Fictitious Owner Search \_\_\_\_\_  
\_\_\_\_ Vehicle Search \_\_\_\_\_  
\_\_\_\_ Driving Record \_\_\_\_\_  
\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_  
\_\_\_\_ UCC 11 Search \_\_\_\_\_  
\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_  
\_\_\_\_ Courier \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 23, 2017

CAP. CONNECTION, INC.

TALL., FL

SUBJECT: 5 STAR REFRIGERATION & AIR CONDITIONING, INC.  
Ref. Number: P07000100658

We have received your document for 5 STAR REFRIGERATION & AIR CONDITIONING, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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

The registered agent must sign accepting the designation.

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) 245-6050.

Carol Mustain  
Regulatory Specialist II

Letter Number: 217A00001304

*Please  
Provide  
original  
file date.*

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DIVISION OF CORPORATIONS  
JAN 24 AM 11:56

[www.sunbiz.org](http://www.sunbiz.org)

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
5 STAR REFRIGERATION & AIR CONDITIONING, INC.**

Pursuant to Sections 607.1003 and 607.1007 of the Florida Business Corporation Act, Chapter 607, Florida Statutes (the "Act"), the Articles of Incorporation of 5 STAR REFRIGERATION & AIR CONDITIONING, INC., a corporation organized and existing under the laws of the State of Florida, the Articles of Incorporation of which were initially filed with the Department of State of the State of Florida on September 7, 2007:

**ARTICLE I**

**NAME**

The name of the Corporation is 5 STAR REFRIGERATION & AIR CONDITIONING, INC.

**ARTICLE II**

**DURATION**

The term of existence of the Corporation is perpetual.

**ARTICLE III**

**PURPOSE**

The Corporation may transact any and all lawful business for which corporations may be organized under the Florida Business Corporation Act.

**ARTICLE IV**

**PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 23091 Cortez Blvd., Brooksville, FL 34601. Such principal place of business and/or mailing address of the Corporation may be relocated to such address and city within or without the State of Florida as may be designated by the Board of Directors of the Corporation (the "Board of Directors") from time to time

**ARTICLE V**

**CAPITAL STOCK**

The maximum number of shares that the Corporation shall be authorized to issue and have outstanding at any one time shall be one thousand (1,000) shares of Common Stock, with each having a par value of One Dollar (\$1.00).

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2017 JAN 20 AM 8:52  
CLERK OF STATE  
TALLAHASSEE, FL 32399

**ARTICLE VI**  
**REGISTERED OFFICE AND AGENT**

The street address of the Corporation's registered office is: 417 E. Virginia St. Ste 1, Tallahassee, FL 32301. The name of the Corporation's registered agent at that office is: Your Capital Connection, Inc.

**ARTICLE VII**  
**DIRECTORS**

This Corporation shall have three (3) Directors. The number of directors may be either increased or decreased from time to time by action in accordance with the provisions of the Bylaws, however there shall never be less than one (1). The number of directors constituting the Board within these limits may be fixed, and increased or decreased, from time to time. The names and addresses of the Directors of this Corporation at the time of this amendment are:

Owen S. Carihfield	281 Tresser Blvd #1000, Stamford, CT 06901
Christian E. Lund	281 Tresser Blvd #1000, Stamford, CT 06901
Mark Panozzo	281 Tresser Blvd #1000, Stamford, CT 06901

**ARTICLE VIII**  
**NO PREEMPTIVE RIGHTS**

No holder of shares of the Capital Stock of any class of the Corporation shall have any preemptive or preferential right of subscription to any shares of any class of stock of the Corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the Corporation, issued or sold, nor any right of subscription to any thereof.

**ARTICLE IX**  
**AFFILIATED TRANSACTIONS**

The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

**ARTICLE X**  
**CONTROL SHARE ACQUISITIONS**

The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

**ARTICLE XI**  
**INDEMNIFICATION**

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted by law.

**ARTICLE XII**  
**AMENDMENT**

Unless otherwise set forth herein, the Corporation reserves the right, in accordance with the Florida Business Corporation Act, to amend, alter, modify or repeal any provision or provisions contained in these Articles of Incorporation or any amendment hereto and any right conferred upon the shareholders is subject to this reservation.

**ARTICLE XIII**  
**BYLAW AMENDMENTS**

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, each of the Board of Directors and the shareholders of the Corporation is expressly authorized and empowered to make, alter, amend and repeal the Bylaws of the Corporation in any respect not inconsistent with the laws of the State of Florida or with these Amended and Restated Articles of Incorporation. For the shareholders to make, alter, amend or repeal the Bylaws of the Corporation in any respect, such action (in addition to any other vote required under applicable law or elsewhere in these Amended and Restated Articles of Incorporation) must be approved by the affirmative vote of the holders of a majority of the outstanding shares of capital stock entitled to vote thereon. The Corporation's Board of Directors may freely alter, amend or repeal the Bylaws of the Corporation unless (a) these Amended and Restated Articles of Incorporation or the Florida Business Corporation Act (as the same exists or may hereafter be amended) reserves the power to alter, amend or repeal the Bylaws generally or a particular Bylaw provision exclusively to the shareholders, or (b) the shareholders of the Corporation, in altering, amending or repealing the Bylaws generally or a particular Bylaw provision, provide expressly that the Board of Directors may not alter, amend or repeal the Bylaws or that particular Bylaw provision.

These Amended and Restated Articles of Incorporation shall take effect immediately upon filing with the Florida Department of State.

This Amendment and Restatement of the Articles of Incorporation of the Corporation has been duly authorized and directed by the Unanimous Written Consent of the Board of Directors and the shareholders of the Corporation, dated January 20, 2017, which Board and shareholders' consent was sufficient for the approval of the amendment and restatement under Florida law. Such amendment and restatement of the Articles of Incorporation supersedes the original Articles of Incorporation of the Corporation and all amendments thereto effected prior to the date hereof.

**IN WITNESS WHEREOF**, the undersigned have executed these Amended and Restated Articles of Incorporation this 20<sup>th</sup> day of January, 2017.

**5 STAR REFRIGERATION & AIR  
CONDITIONING, INC.**

By:   
Name: Mark Panozzo  
Title: Chief Executive Officer and President

## **CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE**

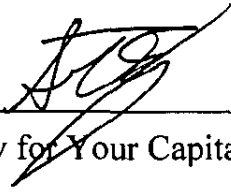
Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the state of Florida.

1. The name of the corporation is: 5 STAR REFRIGERATION & AIR CONDITIONING, INC.

2. The name and address of the registered agent and office is:

Your Capital Connection, Inc.  
417 E. Virginia Street. Ste 1.  
Tallahassee, FL 32312

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

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Seth Neeley for Your Capital Connection, Inc.