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KANANACK LAW, LLC

BUSINESS & TECHNOLOGY LAW

100 RIALTO PLACE, SUITE 700
MELBOURNE, FL 32901

TELEPHONE (321) 726-8595
FACSIMILE (321) 608-2262
wjklaw.com

January 4, 2017

Department of State
Division of Corporations
Corporate Filings
PO Box 6327
Tallahassee, FL 32314

RE: SHIER FINANCIAL SERVICES, INC.

To Whom It May Concern:

I have enclosed the following for processing by the Department of State, Division of Corporations:

- Restated Articles of Incorporation of Shier Financial Services, Inc.
- Certificate of Compliance with 607.1007 Florida Statutes.

Also enclosed is a check in the amount of \$35.00 made payable to the Department of State to cover the cost of filing the Restated Articles of Incorporation of the above-referenced corporation.

Please contact me if you have any questions. You may use the following email address in the event of further notifications: wjklaw.com.

Thank you.

Sincerely yours,



William J. Kananack

**FIRST RESTATED ARTICLES OF INCORPORATION OF
SHIER FINANCIAL SERVICES, INC.**

The First Restated Articles of Incorporation of Shier Financial Services, Inc., shall replace in their entirety the Articles of Incorporation and all amendments thereto as are in existence prior to the filing of these First Restated Articles.

ARTICLE I
NAME

The name of the Corporation is Shier Financial Services, Inc. ("Corporation")

ARTICLE II
PRINCIPAL OFFICE

The principal office and mailing address of the Corporation is 5240 Babcock Street, NE, Suite 110, Palm Bay, FL 32905.

ARTICLE III
PURPOSE OF CORPORATION

The general nature of the business transacted by Corporation and the purposes for which this Corporation is formed are as follows:

A. To engage in every phase and aspect of the business as determined by the Board of Directors from time to time including, without limitation, the manufacture, design, construction, ownership, use, purchase, sale or lease, of articles and property of all kinds and to render services of all kinds, and to engage in any lawful act or activity for which corporations may be organized under the laws of the United States and the State of Florida.

B. To invest the funds of this Corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary to the operation of the Corporation.

C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objectives of the Corporation.

ARTICLE IV
TERM OF EXISTENCE

The original Articles of Incorporation of the Corporation were filed with the Secretary of State on December 16, 2009. The First Amended and Restated Articles of Incorporation shall take effect as of January 1, 2017. Thereafter the Corporation shall have perpetual existence unless dissolved according to law.

ARTICLE V
CORPORATE CAPITALIZATION

A. The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is one hundred thousand (100,000) shares of common stock having a par value of \$.001 per share.

B. The Board of Directors of the Corporation may authorize, from time to time, the issuance of shares of common stock for such consideration as the Board of Directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in these Articles of Incorporation, as amended, or the Bylaws of the Corporation.

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ARTICLE VI
VOTING RIGHTS

Except as otherwise provided by law, the entire power for the election of Directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding shares of common stock. The holder of each share of common stock shall be entitled to one vote at each annual or special meeting of the shareholders of this Corporation.

ARTICLE VII
REGISTERED AGENT

The Registered Agent of the Corporation shall be Todd R. Shier whose business office is identical with the Corporation's registered office set forth below.

ARTICLE VIII
ADDRESS OF REGISTERED OFFICE

The street address of the registered office of this Corporation is 5240 Babcock Street, NE, Suite 110, Palm Bay, FL 32905.

ARTICLE IX
BOARD OF DIRECTORS

A. The business of this Corporation shall be managed by the Board of Directors. The Board of Directors shall have one (1) Director.

B. The number of Directors may be either increased or diminished from time to time by the Bylaws, adopted by the shareholders or Directors, but shall never be less than one (1).

C. The name and street addresses of the members of the Board of Directors, to hold office for the first year of existence of the Corporation, or until successors are elected or appointed and have been qualified, are:

<u>Name</u>	<u>Street Address</u>
Todd R. Shier	5240 Babcock Street, NE Suite 110 Palm Bay, FL 32905

ARTICLE X
BYLAWS

The power to adopt, amend or repeal the Bylaws of this Corporation shall be vested in the Board of Directors and the shareholders. The Board of Directors shall have the power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE XI
INDEMNIFICATION

This Corporation shall to the fullest extent permitted by law, as amended and supplemented from time to time, indemnify any and all persons whom it shall have power to indemnify from and against any and all expenses, liabilities or costs, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders, or disinterested directors, or otherwise, both as to actions in an official capacity, or to actions in another capacity while

holding office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of any such person.

ARTICLE XII
Subchapter "S" Corporation

The Corporation is and shall remain a Subchapter "S" Corporation.

ARTICLE XIII
INCORPORATORS

The name and address of the incorporators and subscribers to the original Articles of Incorporation as of the date of filing of such Articles of Incorporation with the Secretary of State were Todd R. Shier and William B. Wyman, 5420 Babcock St., NE, Suite 110, Palm Bay, FL 32905.

ARTICLE XIV
AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these First Restated Articles of Incorporation, or to any amendment hereto, in any manner now or hereafter permitted by the Florida Statutes.

IN WITNESS WHEREOF, the undersigned executed these First Restated Articles of Incorporation of Shier Financial Services, Inc., on this 29th day of December, 2016.



TODD R. SHIER, INCORPORATOR

**SHIER FINANCIAL SERVICES, INC.
RESTATED ARTICLES OF INCORPORATION
CERTIFICATE**

Pursuant to Resolution of the Board of Directors OF Shier Financial Services, Inc., dated December 29, 2016, Shier Financial Services, Inc., duly adopted and replaced the Articles of Incorporation, as amended, with the First Restated Articles of Incorporation. Shier Financial Services, Inc., pursuant to Florida Statutes §607.1007 hereby certifies the following:

1. The First Restated Articles of Incorporation of Shier Financial Services, Inc., does not contain an amendment to the articles requiring shareholder approval.
2. The Board of Directors of Shier Financial Services, Inc., adopted the First Restated Articles of Incorporation on December 29, 2016.
3. The duly adopted First Restated Articles of Incorporation of Shier Financial Services, Inc., supersede the original Articles of Incorporation and all amendments to them.

Dated: December 29, 2016

Shier Financial Services, Inc.

By: Todd R. Shier
Todd R. Shier, President/Director