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BUNGOBOX HOLDINGS, INC.**

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H10000221441 3

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BUNGOBOX HOLDINGS, INC.

1. Pursuant to Section 607.1005, Florida Statutes, the Articles of Incorporation of BUNGOBOX HOLDINGS, INC. are hereby amended and restated in their entirety to read as follows:

ARTICLE I - NAME

The name of the Corporation is BUNGOBOX HOLDINGS, INC. (the "Corporation").

ARTICLE II - ADDRESS

The street address of the principal office and the mailing address of the Corporation are:

305 Ryder Lane, Ste. 1325
Casselberry, Florida 32707

ARTICLE III - PURPOSE

The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE IV - DURATION AND EXISTENCE: EFFECTIVE DATE

The Corporation will exist perpetually. These Amended and Restated Articles of Incorporation shall be effective on the date of filing with the Secretary of State of the State of Florida.

ARTICLE V - AUTHORIZED SHARES

The total number of shares of stock which the Corporation shall have the authority to issue is ten thousand (10,000) shares, nine thousand (9,000) shares of which shall constitute Common Stock, par value One Cent (\$0.01) per share, and one thousand (1,000) shares of which shall constitute Founders' Stock, par value One Cent (\$0.01) per share.

1. General. Except as otherwise expressly provided, all shares of Common Stock and Founders' Stock shall be identical and shall entitle the holders thereof to the same rights and privileges.

2. Voting. Each holder of record shall be entitled to one vote for each share of Common Stock or Founders' Stock standing in such holder's name on the books

H10000221441 3

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H10000221441 3

of the Corporation. Notwithstanding anything to the contrary in these Amended and Restated Articles of Incorporation, the unanimous approval of the holders of Founders' Stock shall be required prior to the Corporation undertaking certain acts as may be more particularly set forth from time to time in a shareholders' agreement duly adopted pursuant to Section 607.0732, Florida Statutes.

3. Dividends. Subject to applicable law, the holders of shares of Common Stock and Founders' Stock shall be entitled to receive dividends out of funds legally available therefor at such times and in such amounts as the Board of Directors may determine in its sole discretion, with each share of Common Stock and Founders' Stock sharing equally, share for share, in such dividends..

4. Redemption. Upon the occurrence of any event specified in a shareholders' agreement duly adopted pursuant to Section 607.0732, Florida Statutes, a holder's entire interest in such shares of Common Stock standing in such holder's name on the books of the Corporation shall be subject to redemption as may be set forth in such shareholders' agreement.

5. Liquidation. Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, after the payment or provision for payment of all debts and liabilities of the Corporation, the holders of Common Stock and Founders' Stock shall be entitled to share pro rata in the remaining assets of the Corporation entitled for distribution.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The Corporation hereby (A) designates 305 Ryder Lane, Ste. 1325, Casselberry, Florida 32707 as the street address of the Corporation's registered office, and (B) names Thomas B. Cannon as the Corporation's registered agent at that address to accept service of process within the State of Florida.

ARTICLE VII - BOARD OF DIRECTORS

The number of directors shall be three (3). The holders of the shares of Founders' Stock shall be entitled to elect two (2) directors and the holders of the shares of Common Stock shall be entitled to elect one (1) director.

ARTICLE VIII - INDEMNIFICATION

A. The Corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the Corporation or its subsidiaries. To the fullest extent not prohibited by law, the Corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director within twenty (20) days after receipt by the Corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of

H10000221441 3

H10000221441 3

EXHIBIT A

such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

B. The Corporation by action of its Board of Directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was an employee or agent of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the Corporation or its subsidiaries. The Corporation by action of its Board of Directors, in its sole discretion, may advance Indemnification expenses for actions taken in the capacity of such person as an employee or agent after receipt by the Corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the Board of Directors, the authority granted to the Board of Directors in this paragraph shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the Corporation relating thereto.

2. By the unanimous written consent of the Corporation's Board of Directors, the foregoing Amended and Restated Articles of Incorporation were approved and adopted pursuant to Section 607.1005, Florida Statutes, prior to the issuance of any shares of stock of the Corporation.

The undersigned has executed these Amended and Restated Articles of Incorporation on the date set forth below.

BUNGOBOX HOLDINGS, INC.
a Florida professional services corporation

Dated: 10-7-10

By: 
Thomas B. Cannon, CEO

H10000221441 3

H10000221441 3

EXHIBIT A

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby agrees to act as registered agent for the Corporation named above, to accept service of process at the place designated in these Amended and Restated Articles of Incorporation, and to comply with the provisions of the Florida Business Corporation Act, and hereby acknowledges that he is familiar with and accepts the obligations of such position.

Dated: 10-7-10


Thomas B. Cannon

H10000221441 3