

P110000082023

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R. WHITE

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195
REFERENCE : 385576 4369500
AUTHORIZATION : *[Signature]*
COST LIMIT : \$43.75

ORDER DATE : November 30, 2016
ORDER TIME : 3:13 PM
ORDER NO. : 385576-005
CUSTOMER NO: 4369500

DOMESTIC AMENDMENT FILING

NAME: SMITH TRANSPORTATION SERVICES,
INC.

EFFECTIVE DATE:

ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Courtney Williams -- EXT# 62935

EXAMINER'S INITIALS: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SMITH TRANSPORTATION SERVICES, INC.,
a Florida corporation**

Document No. P11000082023

The undersigned, being authorized to execute and file these Amended and Restated Articles of Incorporation for Smith Transportation Services, Inc., a Florida corporation (the "Corporation"), amending and restating the Articles of Incorporation originally filed with the Florida Secretary of State on September 16, 2011 and further amended on September 27, 2011, pursuant to Section 607.1007 of the Florida Business Corporation Act (the "FBCA"), hereby certifies that:

These Amended and Restated Articles of Incorporation were duly adopted by the shareholders of the Corporation by unanimous written consent dated November [30], 2016, and the numbers of votes cast were sufficient for approval.

ARTICLE I

NAME

The name of the corporation is **SMITH TRANSPORTATION SERVICES, INC.** (the "Corporation").

ARTICLE II

PRINCIPAL OFFICE

The principal office and mailing address of the Corporation is: 1300 Sawgrass Corporate Parkway, Suite 110, Sunrise, Florida 33323.

ARTICLES III

CAPITAL STOCK

(a) Designation and Amount. The total number of shares of common stock (the "Common Stock") which this Corporation has authority to issue is Eleven Thousand (11,000) shares, consisting of Ten Thousand (10,000) shares of Voting Common Stock, with a par value of \$.01 per share (the "Voting Common Stock"), and One Thousand (1,000) shares of Non-Voting Common Stock, with a par value of \$.01 per share (the "Non-Voting Common Stock").

(b) Rights of the Common Stock. Except as set forth in this Article III, or as required by law, the Voting Common Stock and the Non-Voting Common Stock shall have the same

rights and preferences and shall be treated as one class of Common Stock. The holders of the Voting Common Stock and the Non-Voting Common Stock shall share ratably in proportion to the number of shares of Voting Common Stock and Non-Voting Common Stock held by each such holder in any dividend paid or declared by the Corporation with respect to the Common Stock. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the remaining assets of the Corporation shall be distributed ratably among the holders of the Voting Common Stock and Non-Voting Common Stock in proportion to the number of shares held by each such holder.

(c) Voting Rights. Except as otherwise provided by the FBCA, this Amended and Restated Articles of Incorporation or any amendments thereto, any Shareholders' Agreement as amended (the "Shareholders' Agreement"), or by resolutions adopted by the shareholders or the board of directors, all of the voting power of this Corporation shall be vested in the holders of the Voting Common Stock, and each holder of Voting Common Stock shall have one (1) vote for each share of Voting Common Stock held by such holder on all matters voted upon by the shareholders of the Corporation. Except as otherwise required by the FBCA or the Shareholders' Agreement, the Non-Voting Common Stock shall not have any voting power,. There shall be no cumulative voting.

ARTICLE IV

NATURE OF BUSINESS

The general nature of the business to be transacted by the Corporation is to conduct any and all lawful activities or business permitted under the laws of the United States of America and the State of Florida and in particular, without limitation, Chapter 607 of the FBCA.

ARTICLE V

DURATION

The duration of the Corporation's existence shall be perpetual.

ARTICLE VI

BOARD OF DIRECTORS

Subject to any limitation or provision set forth in the Shareholders' Agreement, the method of selection, number and powers of the Board of Directors shall be stated in the bylaws of the Corporation.

ARTICLE VII

INDEMNIFICATION

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he or she is or was a Member, Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him or her (or by his or her heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, to the fullest extent permitted by the laws of the State of Florida as the same exists or may hereafter be amended. No repeal or amendment of this Article VII shall adversely affect any right or protection of a Member, Director or Officer of the Corporation existing at the time of such repeal or amendment. Such right of indemnification shall not be deemed exclusive of any other rights to which such Member, Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article VII.

ARTICLE VIII

AMENDMENTS

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX

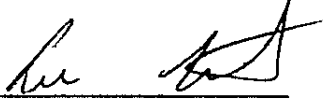
REGISTERED AGENT

The name of the registered agent of the Corporation is Lee Futernick and the street address of the registered office is 1300 Sawgrass Corporate Parkway, Suite 110, Sunrise, Florida 33323.

* * * * *

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation as of this 30 day of November, 2016.

Smith Transportation Services, Inc.

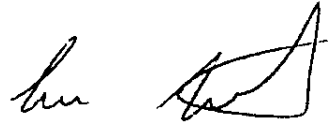
By: 

Name: Lee Futernick

Title: President

**CERTIFICATE ACCEPTING DESIGNATION AS AN AGENT
UPON WHOM SERVICE OF PROCESS WITHIN
THIS STATE MAY BE SERVED**

The undersigned hereby accepts the appointment as registered agent contained in the foregoing Amended and Restated Articles of Incorporation of Smith Transportation Services, Inc., a Florida corporation, and is familiar with and accepts the obligations of Section 607.0501 of the Florida Business Corporation Act.

A handwritten signature in black ink, appearing to read 'Lee Futernick', is written over a horizontal line.

Lee Futernick