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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
THE VICTORIA COMPANY OF AMERICA**

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE VICTORIA COMPANY OF AMERICA**

These Amended and Restated Articles of Incorporation are duly executed and are being filed in accordance with Sections 607.1001 and 607.1003 of the Florida Business Corporation Act, Chapter 607, Florida Statutes (the "Act")

RECITALS

In accordance with Section 607.0202 of the Act, the original Articles of Incorporation of The Victoria Company of America (the "Corporation") were submitted to, and filed with, the Florida Department of State on September 22, 2011, with an effective date of September 21, 2011.

By adopting the following Amended and Restated Articles of Incorporation in accordance with Section 607.1001 of the Act, the Corporation is integrating into a single instrument all provisions of its articles of incorporation, as heretofore amended and now in effect, and, at the same time, is further amending its articles of incorporation, as heretofore amended and now in effect:

ARTICLE I - NAME

In accordance with Sections 607.0202(1)(a) and 607.0401 of the Act, the name of the Corporation is, and always has been, **THE VICTORIA COMPANY OF AMERICA**.

ARTICLE II - ADDRESS

In accordance with Section 607.0202(1)(b) of the Act, the mailing address and street address of the principal office of the Corporation is 101 Palm Harbor Parkway, # 145, Palm Coast, Florida 32137.

ARTICLE III - CAPITAL STOCK

In accordance with Section 607.0202(1)(c) of the Act, the maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV - PREEMPTIVE RIGHTS

In accordance with Sections 607.0202(1)(d) and 607.0630 of the Act, the Corporation elects to have preemptive rights.

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Each shareholder of the Corporation shall have a preemptive right, granted on uniform terms and conditions prescribed by the board of directors to provide a fair and reasonable opportunity to exercise that right, to acquire proportional amounts of the Corporation's authorized but unissued shares and treasury shares upon the decision of the board of directors to issue them.

A shareholder may waive his or her preemptive right. A waiver evidenced by a signed writing is irrevocable even though it is not supported by consideration.

ARTICLE V – NUMBER OF OF DIRECTORS

As allowed by Sections 607.0202(2)(b) and 607.0803 of the Act, the number of members of the board of directors of the Corporation shall be one (1), and this number may be increased, from time to time, without further amending the articles of incorporation of the Corporation, by the action of the holders of a simple majority of the outstanding shares of the stock of the Corporation.

ARTICLE VI – APPOINTMENT OF DIRECTORS

As allowed by Sections 607.0202(2)(a) and 607.0202(2)(b) of the Act, the name and address of the individuals who are to serve as the initial directors of the Corporation are:

VICTORIA MOUNTEER
101 PALM HARBOR PARKWAY, # 145
PALM COAST, FLORIDA 32137

ARTICLE VII – SHAREHOLDER ACTION WITHOUT A MEETING

As allowed by Sections 607.0202(2)(b) and 607.0704(1) of the Act, the shareholders of the Corporation may take action without a meeting, without prior notice, and without a vote if the action is taken by shareholders who possess not less than the minimum number of votes that would be necessary to authorize or take such actions at a meeting at which all shares entitled to vote thereon are present and voted.

ARTICLE VIII – DIRECTOR ACTION WITHOUT A MEETING

As allowed by Sections 607.0202(2)(b) and 607.0821(1) of the Act, the board of directors of the Corporation may take unanimous action without a meeting, without prior notice, and without a vote if such action is evidenced by one or more written consents describing the action taken and signed by all directors.

ARTICLE IX – REGISTERED OFFICE AND AGENT

In accordance with Section 607.0202(1)(c) of the Act, the name and Florida street address of the registered agent is:

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DONALD W. WALLIS
780 NORTH PONCE DE LEON BLVD.
ST. AUGUSTINE, FLORIDA 32084

In accordance with Section 607.0501(3) of the Act, the above named Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

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.

Dated: July 13, 2015

Registered Agent Signature:

Donald W Wallis

IN WITNESS WHEREOF, and in accordance with Section 607.1007(5) of the Act, these Amended and Restated Articles of Incorporation supersede the original articles of incorporation and all amendments to them.

In accordance with Sections 607.1006(5) and 607.1007(4)(a) of the Act, these Amended and Restated Articles of Incorporation were adopted by the board of directors of the Corporation without shareholder action and shareholder action was not required.

In accordance with Sections 607.1001 and 607.1003 of the Act, the undersigned President of the Corporation has executed these Amended and Restated Articles of Incorporation this 13 day of July, 2015.

V. Mounteer
VICTORIA MOUNTEER