

Division of Corporations

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COR AMND/RESTATE/CORRECT OR O/D RESIGN
FLUOROTEK USA INC.

Certificate of Status	0
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Restated
Articles

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RESTATED
ARTICLES OF INCORPORATION
OF
FLUOROTEK USA INC.

2019 DEC 19 PM 12:16

FILED

The undersigned, as President of Fluorotek USA Inc. (the "Corporation") a corporation formed under the laws of the State of Florida as currently contained in the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, does hereby certify that:

1. The Restated Articles of Incorporation set forth herein contain no further amendments to the Articles and were adopted by the Board of Directors without shareholder approval pursuant to F.S. 607.1007.

2. The Articles of Incorporation of the Corporation as filed on January 3, 2013, Document Number P13000000975, are hereby restated in their entirety, as follows:

ARTICLE I. NAME

The name of the corporation shall be FLUOROTEK USA INC.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The total number of shares of all classes which the corporation shall be authorized to issue is One Thousand (1,000) shares of common stock.

ARTICLE IV. ADDRESS

The principal address and mailing address of the corporation is 1301 West 13th Street, Suite A, Riviera Beach, Florida 33404.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

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ARTICLE VI. REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation is: 660 U.S. Highway One, 3rd Floor, North Palm Beach, FL 33408; and the name of the registered agent at that address is Haile, Shaw & Pfaffenberger, P.A.

ARTICLE VII. DIRECTORS

This corporation shall have two (2) director initially. The number of directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than one (1).

ARTICLE VIII. INDEMNIFICATION

A. The Corporation shall to the fullest extent permitted by law indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

B. The Corporation may pay in advance any expenses (including attorneys' fees) that may become subject to indemnification under paragraph A above if the person receiving the advance payment of expenses undertakes in writing to repay such payment if it is ultimately determined that such person is not entitled to indemnification by the Corporation under paragraph A above.

C. The indemnification provided by paragraph A above shall not be exclusive of any other rights to which a person may be entitled by law, bylaw, agreement, vote or consent of stockholders or directors, or otherwise.

D. The indemnification and advance payment provided by paragraphs A and B above shall continue as to a person who has ceased to hold a position named in paragraph A above and shall inure to such person's heirs, executors, and administrators.

E. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who serves or served at the Corporation's request as a director, officer, employee, agent, partner, or trustee of another corporation or of a partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have power to indemnify such person against such liability under paragraph A above.

F. If any provision in this Article shall be invalid, illegal, or unenforceable, the validity, legality, and enforceability of the remaining provisions shall not in any way be affected

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or impaired thereby, and, to the extent possible, effect shall be given to the intent manifested by the provision held invalid, illegal, or unenforceable.

ARTICLE IX. CERTAIN LIMITATIONS ON LIABILITY OF DIRECTORS

Except to the extent that the Business Corporation Act of the State of Florida prohibits the elimination or limitation of liability of directors for breach of the duties of a director, no director of the Corporation shall have any personal liability for monetary damages for any statement, vote, decision, or failure to act, regarding corporate management or policy. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

ARTICLE X. SHAREHOLDER QUORUM AND VOTING

The shareholders may adopt or amend a bylaw that fixes a greater quorum or voting requirement for shareholders than is required by the Florida Business Corporation Act, provided, however, that the adoption or amendment of a bylaw that adds, changes, or deletes a greater quorum or voting requirement for shareholders must meet the same quorum requirement and be adopted by the same vote and voting groups required to take action under the quorum and voting requirement then in effect or proposed to be adopted, whichever is greater.

The foregoing Restated Articles of Incorporation were unanimously approved and adopted by the directors of the Corporation by written consent, dated December 1, 2019.

IN WITNESS WHEREOF, the undersigned has this 1st day of December, 2019, made and subscribed these Restated Articles of Incorporation for the uses and purposes aforesaid.

FLUOROTEK USA INC.

By: 

Jeffrey M. Breitkreutz, President


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ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED HEREBY accepts its appointment as Registered Agent of the aforesaid corporation. We are familiar with, and accept the obligations of Chapter 607 of the Florida Statutes.

HAILE, SHAW & PFAFFENBERGER, P.A.

By: 
Philip M. DiComo

Date: December 1, 2019