

P14000076652

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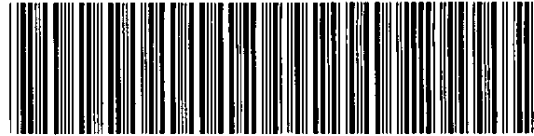
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2014 DEC 23 PM 4:40

2014 DEC 23 PM 4:58

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*DR*  
*12/23/14*

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Lighthouse Electric Corporation of Florida, Inc.

**DOCUMENT NUMBER:** P14000076652

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Pamela Kramer

Name of Contact Person

Veterans Lighthouse Electric Corporation of Florida, Inc.

Firm/ Company

P O Box 331592

Address

Atlantic Beach, FL 32233

City/ State and Zip Code

veteranslighthouse@gmail.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Pamela Kramer, Office Manager at ( 904 ) 304-7753

Name of Contact Person

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- |   |  |   |  |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy<br>is enclosed) |
|---|--|---|--|

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Articles of Amendment  
to  
Articles of Incorporation  
of

Lighthouse Electric Corporation of Florida, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

P14000076652

(Document Number of Corporation (if known))

FILED

2014 DEC 23 PM 4:58

DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this **Florida Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation:

**A. If amending name, enter the new name of the corporation:**

**Veterans Lighthouse Electric Corporation**

*The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co." A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."*

**B. Enter new principal office address, if applicable:**

(Principal office address **MUST BE A STREET ADDRESS**)

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**C. Enter new mailing address, if applicable:**

(Mailing address **MAY BE A POST OFFICE BOX**)

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

Name of New Registered Agent

**Pamela Kramer**

**4954 Bridgewater Circle**

(Florida street address)

New Registered Office Address:

**Jacksonville**

(City)

**Florida 32207**

(Zip Code)

**New Registered Agent's Signature, if changing Registered Agent:**

*I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.*

  
Signature of New Registered Agent, if changing

**If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:**

*(Attach additional sheets, if necessary)*

*Please note the officer/director title by the first letter of the office title:*

*P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.*

*Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.*

**Example:**

X Change                      PT      John Doe

X Remove                    V      Mike Jones

X Add                         SV      Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <input checked="" type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	<u>P</u>	<u>Troy Olsen</u>	<u>4954 Bridgewater Circle</u> <u>Jacksonville, FL 32207</u>
2) <input checked="" type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>P/CEO</u>	<u>Sheryl Brim Futrell</u>	<u>4954 Bridgewater Circle</u> <u>Jacksonville, FL 32207</u>
3) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>S/D</u>	<u>Pamela Kramer</u>	<u>4954 Bridgewater Circle</u> <u>Jacksonville, FL 32207</u>
4) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>D</u>	<u>Troy Olsen</u>	<u>4954 Bridgewater Circle</u> <u>Jacksonville, FL 32207</u>
5) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>D</u>	<u>Sheryl Futrell</u>	<u>4954 Bridgewater Circle</u> <u>Jacksonville, FL 32207</u>
6) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>D</u>	<u>Kenneth Bagby</u>	<u>4954 Bridgewater Circle</u> <u>Jacksonville, FL 32207</u>

**E. If amending or adding additional Articles, enter change(s) here:**  
(Attach additional sheets, if necessary). (Be specific)

See Attached Exhibit A

**F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:**  
(if not applicable, indicate N/A)

SEE ATTACHED Exhibit A

The date of each amendment(s) adoption: 23 December, 2014, if other than the date this document was signed.

Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

**Adoption of Amendment(s) (CHECK ONE)**

☐ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval

by \_\_\_\_\_."  
(voting group)

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☒ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated 12/23/14

Signature Sheryl Brim Futrell President/CEO  
(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Sheryl Brim Futrell

(Typed or printed name of person signing)

President/Chief Executive Officer

(Title of person signing)

**ARTICLE I  
NAME**

**Section 1.01**

**Name:**

Veterans Lighthouse Electric Corporation

**ARTICLE II  
OFFICES**

**Section 2.01**

**Offices:**

The Corporation shall have its Principal Office in the State of Florida, and may have such other offices and places of business within or without the State of Florida as the Board of Directors may from time to time determine or the business of the Corporation may require.

**ARTICLE III  
PURPOSE**

**Section 3.01**

**Purpose:**

This corporation is organized for the purposes of transacting any and all business for which corporations may be incorporated under, pursuant to Chapter 607 and 621 Florida Statutes (F.S.). (Profit).

**ARTICLE IV  
STOCKS**

**Section 4.01**

**Stocks:**

The Corporation shall have authority to issue 10,000 shares of capital stock of which 10,000 shares shall be common stock.

4.1 Common Stock. Each share without par value.

**ARTICLE V  
STOCKHOLDERS**

Lighthouse Electric Corporation of Florida	4954 Bridgewater Cir. Jacksonville, Florida 32207	4,000 Shares	40%
Sheryl Brim Chronister Futrell Family Trust	4954 Bridgewater Cir. Jacksonville, Florida 32207	5,100 Shares	51%
Troy Olsen Family Trust	4954 Bridgewater Cir. Jacksonville, Florida 32207	900 Shares	9%

Employees, Directors and Officers shall equally participate in the Company's Profit Sharing Program Equally.

4.2 Preferred Stock. The Corporation shall have authority to create and issue shares of preferred stock, each share without par value. The Board of Directors shall have all rights afforded by applicable law to establish series of said preferred shares, the rights and preferences of each such series to be set forth in appropriate resolutions of the board.

**STOCKHOLDERS**

**Preferred Stock "A"**

Troy Olsen Family Trust	4954 Bridgewater Cir. Jacksonville, FL 32207	05%
Sheryl Brim Chronister Futrell Family Trust	4954 Bridgewater Cir. Jacksonville, FL 32207	05%
Roozie Ministries	4954 Bridgewater Cir. Jacksonville, FL 32207	10%

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#### **Section 5.01**

##### **Place of Meetings:**

Meetings of stockholders for any purpose may be held at such place or places, either within or without the State of Florida, as shall be designated by the Board of Directors, or by the Chairperson with respect to meetings called by him/her.

#### **Section 5.02**

##### **Annual Meeting:**

The annual meeting of stockholders shall be held on such date as may be determined by the Board of Directors. At such meeting, the stockholders shall elect a Board of Directors and transact such other business as may properly come before the meeting.

#### **Section 5.03**

##### **Special Meetings:**

Special meetings of stockholders may be called at any time by the Board of Directors or by the Chairperson, and shall be called by the Secretary at the request of stockholders owning a majority of the shares of the Corporation then outstanding and entitled to vote.

#### **Section 5.04**

##### **Notice of Meetings:**

Written notice of the annual meeting or any special meeting of stock shall be given to each stockholder entitled to vote thereat, not less than ten nor more than sixty days prior to the meeting, except as otherwise required by statute, and shall state the time and place and, in the case of a special meeting, the purpose or purposes of the meeting. Notice need not be given, however, to any stockholder who submits a signed waiver of notice, before or after the meeting, or who attends the meeting in person or by proxy without objecting to the transaction of business.

#### **Section 5.05**

##### **Quorum:**

At all meetings of stockholders, the holders of a majority of the stock issued and outstanding and entitled to vote thereat, present in person or represented by proxy, shall constitute a quorum for the transaction of business, except as otherwise provided by statute, the Certificate of Incorporation or these By-Laws. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any stockholder.

#### **Section 5.06**

##### **Voting:**

(a) At all meetings of stockholders, each stockholder having the right to vote thereat may vote in person or by proxy, and, unless otherwise provided in the Certificate of Incorporation or in any resolution providing for the issuance of any class or series of stock adopted by the Board of Directors pursuant to authority vested in the Board by the Certificate of Incorporation, shall have one vote for each share of stock registered in his name. Election of directors shall be by written ballot.

(b) When a quorum is once present at any meeting of stockholders, a majority of the votes cast, whether in person or represented by proxy, shall decide any question or proposed action brought before such meeting, except for the election of directors, who shall be elected by a plurality of the votes cast, or unless the question or action is one upon which a different vote is required by express provision of statute, the Certificate of Incorporation or these By-Laws or an agreement among stockholders, in which case such provision shall govern the vote on the decision of such question or action.

#### **Section 5.07**

##### **Adjourned Meetings:**

Any meeting of stockholders may be adjourned to a designated time and place by a vote of a majority in interest of the stockholders present in person or by proxy and entitled to vote, even though less than a quorum is present, or by the Chairperson if a quorum of stockholders is not present. No notice of such adjourned meeting need be given, other than by announcement at the meeting at which adjournment is taken, and any business may be transacted at the adjourned meeting which might have been transacted at the meeting as originally called. However, if such adjournment is for more than thirty days, or if after such adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at such meeting.



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#### **Section 5.08**

##### **Action by Written Consent of Stockholders:**

Any action of the stockholders required or permitted to be taken at any regular or special meeting thereof may be taken without any such meeting, notice of meeting or vote if a consent in writing setting forth the action thereby taken is signed by the holders of outstanding stock having not less than the number of votes that would have been necessary to authorize such action at a meeting at which all shares entitled to vote were present and voted. Prompt notice of the taking of any such action shall be given to any stockholders entitled to vote who have not so consented in writing.

#### **Section 5.09**

##### **Stockholders of Record:**

(a) The stockholders from time to time entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or to express consent to any corporate action without a meeting, or entitled to receive payment of any dividend or other distribution or the allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of stock or for the purpose of any other lawful action, shall be the stockholders of record as of the close of business on a date fixed by the Board of Directors as the record date for any such purpose. Such a record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors, and shall not, with respect to stockholder meetings, be more than sixty days nor less than ten days before the date of such meeting, or, with respect to stockholder consents, more than ten days after the date upon which the resolution fixing the record date is adopted by the Board of Directors.

(b) If the Board of Directors does not fix a record date, (i) the record date for the determination of stockholders entitled to notice of or to vote at a meeting of stockholders shall be as of the close of business on the day next preceding the day on which notice of such meeting is given, or, if notice is waived as provided herein, on the day next preceding the day on which the meeting is held; (ii) the record date for determining stockholders entitled to express consent to corporate action in writing without a meeting, where no prior action by the Board of Directors is necessary, shall be the close of business on the day on which the first signed written consent setting forth the action taken or proposed to be taken is delivered to the Corporation; and (iii) the record date for determining stockholders for any other purpose shall be at the close of business on the day on which the resolution of the Board of Directors relating thereto is adopted.

#### **Section 5.10**

##### **Stockholders Agreement:**

Should the Corporation at any time, or from time to time, be party to a stockholders agreement (a "Stockholders Agreement"), then notwithstanding anything to the contrary contained in these By-Laws, in the event of any conflict between any provision of such Stockholders Agreement and any provision of these By-Laws, such conflicting provision of the Stockholders Agreement shall be incorporated herein as a By-Law and shall control.

(THIS SECTION LEFT BLANK INTENTIONALLY)

**ARTICLE VI  
DIRECTORS**

Sheryl B. Futrell Director	Veterans Lighthouse Electric Corporation President / Chief Executive Officer	4954 Bridgewater Circle Jacksonville, Florida 32207
Troy Olsen Director	Veterans Lighthouse Electric Corporation Chief Operations Officer	4954 Bridgewater Circle Jacksonville, Florida 32207
Pamela Kramer Director	Veterans Lighthouse Electric Corporation Corporate Secretary	4954 Bridgewater Circle Jacksonville, Florida 32207
TBD Director	Veterans Lighthouse Electric Corporation Employee Representative	4954 Bridgewater Circle Jacksonville, Florida 32207
Kenneth Bagby Director	Business Development, Marketing Director	4954 Bridgewater Circle Jacksonville, Florida 32207
TBD Director	Accountant Chief Executive Officer	TBD Director

**Section 6.01**

**Board of Directors: TBD**

The management of the affairs, property and business of the Corporation shall be vested in a Board of Directors, the members of which need not be stockholders. In addition to the power and authority expressly conferred upon it by these Articles, By-Laws and the Certificate of Incorporation, the Board of Directors may take any action and do all such lawful acts and things on behalf of the Corporation and as are not by statute or by the Certificate of Incorporation or these By-Laws required to be taken or done by the stockholders.

**Section 6.02**

**Number:**

The number of directors shall be as fixed from time to time by the Board of Directors.

**Section 6.03**

**Election and Term of Directors:**

At each annual meeting of the stockholders, the stockholders shall elect directors to hold office until the next annual meeting. Each director shall hold office until the expiration of such term and until his successor, if any, has been elected and qualified, or until his earlier resignation or removal.

**Section 6.04**

**Annual and Regular Meetings:**

The annual meeting of the Board of Directors shall be held promptly after the annual meeting of stockholders, and regular meetings of the Board of Directors may be held at such times as the Board of Directors may from time to time determine. No notice shall be required for the annual or any regular meeting of the Board of Directors.

(THIS SECTION LEFT BLANK INTENTIONALLY)

#### **Section 6.05**

##### **Special Meetings:**

Special meetings of the Board of Directors may be called by the Chairperson, by an officer of the corporation who is also a director or by any two directors, upon one day's notice to each director either personally or by mail, telephone, facsimile, text, or email, and if by telephone, facsimile, text, or email confirmed in writing before or after the meeting, setting forth the time and place of such meeting. Notice of any special meeting need not be given, however, to any director who submits a signed waiver of notice, before or after the meeting, or who attends the meeting without objecting to the transaction of business.

#### **Section 6.06**

##### **Place of Meetings:**

(a) The Board of Directors may hold its meetings, regular or special, at such places, either within or without the State of Florida, as it may from time to time determine or as shall be set forth in any notice of such meeting.

(b) Any meeting of the Board of Directors may be held by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and such participation shall constitute presence at the meeting.

#### **Section 6.07**

##### **Adjourned Meetings:**

A majority of the directors present, whether or not a quorum, may adjourn any meeting of the Board of Directors to another time and place. Notice of such adjourned meeting need not be given if the time and place thereof are announced at the meeting at which the adjournment is taken.

#### **Section 6.08**

##### **Quorum of Directors:**

A majority of the total number of directors shall constitute a quorum for the transaction of business. The total number of directors means the number of directors the Corporation would have if there were no vacancies.

#### **Section 6.09**

##### **Action of the Board of Directors:**

The vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the question or action is one upon which a different vote is required by express provision of statute, the Certificate of Incorporation or these By-Laws, in which case such provision shall govern the vote on the decision of such question or action. Each director present shall have one vote.

#### **Section 6.10**

##### **Action by Written Consent of Directors:**

Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if a written consent thereto is signed by all members of the Board of Directors or of such committee, and such written consent is filed with the minutes of proceedings of the Board of Directors or committee.

#### **Section 6.11**

##### **Resignation:**

A director may resign at any time by giving written notice to the Board of Directors, the Chairperson of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt by the Board of Directors or such officer, and acceptance of the resignation shall not be necessary.

#### **Section 6.12**

##### **Removal of Directors:**

Any or all of the directors may be removed with or without cause by the stockholders.

ANY Member of the DAVISALLEN Company 4651 Salisbury Road Jacksonville, FL 32256 including Pam Davis or Jonathan Allen

### **Section 6.13**

#### **Newly Created Directorships and Vacancies:**

Newly created directorships resulting from an increase in the number of directors or vacancies occurring in the Board of Directors for any reason except the removal of directors without cause may be filled by a vote of the majority of the directors then in office, although less than a quorum. Vacancies occurring by reason of the removal of directors without cause shall be filled by a vote of the stockholders. A director elected to fill a newly created directorship or to fill any vacancy shall hold office until the next annual meeting of stockholders, and until his successor, if any, has been elected and qualified.

### **Section 6.14**

#### **Chairman:**

At any/all meetings by the Board of Directors, the Chairman of the Board or if one has not been elected or appointed, in his/her absence, a chairman chosen by the directors present at such meeting, shall preside.

### **Section 6.15:**

#### **Committees Appointed by the Board of Directors:**

The Board of Directors may, by resolution passed by a majority of the entire Board of Directors or by written consent of all of the directors, designate one or more committees, each committee to consist of one or more of the directors. The Board may also designate one or more directors as alternate members of any committee who may replace any absent or disqualified committee member at any committee meeting. Any such committee, to the extent provided in the resolution, except as restricted by law, shall have and may exercise the powers of the Board of Directors in the management of the affairs, business and property of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it.

### **Section 6.16:**

#### **Compensation:**

No compensation shall be paid to directors, as such, for their services, but the Board of Directors may authorize payment of an annual retainer and/or fixed sum in US Currency and/or Stock and Expenses for attendance at each annual, regular or special meeting of the Board of Directors. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

## **ARTICLE VII OFFICERS**

Sheryl B. Futrell	President	4954 Bridgewater Circle Jacksonville, Florida 32207
Sheryl B. Futrell	Chief Executive Officer	4954 Bridgewater Circle Jacksonville, Florida 32207
Troy Olsen	Chief Operations Officer	4954 Bridgewater Circle Jacksonville, Florida 32207
TBD	Chief Financial Officer	
Kenneth Bagby	Chief Marketing Officer	4954 Bridgewater Circle Jacksonville, Florida 32207
Pamela Kramer	Secretary	4954 Bridgewater Circle Jacksonville, Florida 32207

### **Section 7.01**

#### **Officers, Election and Term:**

- At its annual meeting the Board of Directors shall elect or appoint a Secretary and may, in addition, elect or appoint at any time such other officers as it may determine. Any number of offices may be held by the same person.
- Unless otherwise specified by the Board of Directors, each officer shall be elected or appointed to hold office until the annual meeting of the Board of Directors next following his election or appointment and until his successor, if any, has been elected or appointed and qualified, or until his earlier resignation or removal.
- Any officer may resign at any time by giving written notice to the Board of Directors, the Chairperson or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of the resignation shall not be necessary to make it effective.
- Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors with or without cause. Any vacancy occurring in any office by reason of death, resignation and removal or otherwise may be filled by the Board of Directors.

## **Section 7.02**

### **Powers and Duties:**

The officers, agents and employees of the corporation shall each have such powers and perform such duties in the management of the affairs, property and business of the Corporation, subject to the control of and limitation by the Board of Directors, as generally pertain to their respective offices, as well as such powers and duties as may be authorized from time to time by the Board of Directors.

## **Section 7.03**

### **Sureties and Bonds:**

If the Board of Directors shall so require, any officer, agent or employee of the Corporation shall furnish to the Corporation a bond in such sum and with such surety or sureties as the Board of Directors may direct, conditioned upon the faithful performance of his duties to the Corporation and including responsibility for negligence and for the accounting for all property, funds or securities of the corporation which may come into his hands.

## **ARTICLE VIII CERTIFICATES AND TRANSFER OF SHARES**

## **Section 8.01**

### **Certificates:**

Unless otherwise provided pursuant to the General Corporation Law of the State of Florida, the shares of stock of the Corporation shall be represented by certificates, as provided by the General Corporation Law of the State of Florida. They shall be numbered and entered in the books of the Corporation as they are issued.

## **Section 8.02**

### **Lost or Destroyed Certificates:**

The Board of Directors may in its discretion authorize the issuance of a new certificate or certificates in place of any certificate or certificates theretofore issued by the Corporation, alleged to have been lost, stolen or destroyed. As a condition of such issuance, the Board of Directors may require, either generally or in each case, the record holder of such certificates, or his legal representative, to furnish an affidavit setting forth the facts of such alleged loss, theft or destruction, together with proof of advertisement of the alleged loss, theft or destruction, and a bond with such surety and in such form and amount as the Board may specify indemnifying the Corporation, any transfer agent and registrar against any claim against any of them relating to such lost, stolen or destroyed certificates. The burden of proof is upon the claimant that their Certificates were not obtained through alleged extortion or manipulation, with all attorney's fees the responsibility of the same.

## **Section 8.03**

### **Transfer of Shares:**

(a) Upon surrender to the Corporation or the transfer agent of the Corporation of a certificate for shares or other securities of the Corporation duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, the corporation shall issue a new certificate to the person entitled thereto, and cancel the old certificate, except to the extent the Corporation or such transfer agent may be prevented from so doing by law, by the order or process of any court of competent jurisdiction, or under any valid restriction on transfer imposed by the Certificate of Incorporation, these By-Laws, or agreement of security holders. Every such transfer shall be entered on the transfer books of the Corporation.

(b) The Corporation shall be entitled to treat the holder of record of any share or other security of the Corporation as the holder in fact thereof and shall not be bound to recognize any equitable or other claim to or interest in such share or security on the part of any other person whether or not it shall have express or other notice thereof, except as expressly provided by law.

## **ARTICLE IX INDEMNIFICATION**

## **Section 9.01**

### **Indemnification:**

The Corporation shall indemnify the directors, officers, agents and employees of the Corporation in the manner and to the full extent provided in the General Corporation Law of the State of Florida. Such indemnification may be in addition to any other rights to which any person seeking indemnification may be entitled under any agreement, vote of stockholders or directors, any provision of these Articles, By-Laws or otherwise. The directors, officers, employees and agents of the Corporation shall be fully protected individually in making or refusing to make any payment or in taking or refusing to take any other action under this Article VI in reliance upon the advice of counsel.

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**ARTICLE X  
MISCELLANEOUS**

**Section 10.01**

**Corporate Seal:**

The seal of the Corporation shall be circular in form and bear the name of the Corporation, the year of its organization and the words, "Corporate Seal, Florida". The seal of the certificates for shares or any corporate obligation for the payment of money, or on any other instrument, may be a facsimile, engraved, printed or otherwise reproduced.

**Section 10.02**

**Execution of Instruments:**

All corporate instruments and documents shall be signed or countersigned, executed, and, if desired, verified or acknowledged by a proper officer or officers or such other person or persons as the Board of Directors may from time to time designate.

**Section 10.03**

**Fiscal Year:**

The fiscal year of the Corporation shall be as determined by the Board of Directors.

**ARTICLE XI  
AMENDMENTS**

**Section 11.01**

**Amendments:**

These Articles may be altered, amended or repealed from time to time by the stockholders or by the Board of Directors with the assent or vote of the stockholders.

**ARTICLE XII  
BY-LAWS**

**Section 12.01**

**By-Laws:**

The Articles shall act as the Corporations Initial By-Laws and may be altered, amended or repealed from time to time by the stockholders or by the Board of Directors with the assent or vote of the stockholders.

(THIS SECTION LEFT BLANK INTENTIONALLY)