

P18000072458

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H18000247693 3)))



H180002476933ABC7

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850)617-6381

From:
Account Name : TRIAD PROFESSIONAL SERVICES
Account Number : I20160000008
Phone : (850)777-2091
Fax Number : (770)220-1943

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

**FLORIDA PROFIT/NON PROFIT CORPORATION
SMITH SHAREHOLDER HOLDINGS, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

FILED
2018 AUG 23 PM 4:55
SECRETARY OF STATE
TALLAHASSEE, FL

Electronic Filing Menu

Corporate Filing Menu

Help

REC-
2018 AUG 23 PM 3:50

((H18000247693 3)))

**ARTICLES OF INCORPORATION
OF
SMITH SHAREHOLDER HOLDINGS, INC.,
a Florida corporation**

The undersigned, acting as incorporator of a business corporation under the Florida Business Corporation Act (the "FBCA"), hereby adopts the following Articles of Incorporation for such business corporation.

ARTICLE I

NAME

The name of the corporation is **SMITH SHAREHOLDER HOLDINGS, INC.** (the "Corporation").

ARTICLE II

PRINCIPAL OFFICE

The principal office and mailing address of the Corporation is: 1200 South Pine Island Road, Plantation, FL 33324.

ARTICLE 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, these Articles of Incorporation or any amendments thereto, any Shareholders' Agreement as amended (the

((H18000247693 3)))

(((H18000247693 3)))

"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.

(((H18000247693 3)))

((H18000247693 3)))

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 NRAI Services, Inc., and the street address of the registered office is 1200 South Pine Island Road, Plantation, FL 33324.


* * * * *

((H18000247693 3)))

((H18000247693 3)))

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as of this 22nd day of August, 2018.

**SMITH SHAREHOLDER HOLDINGS,
INC.**

By: 
Name: Bernard P. Grondin
Title: Incorporator

((H18000247693 3)))

((H18000247693 3)))

**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 Articles of Incorporation of Smith Shareholder Holdings, Inc., a Florida corporation, and is familiar with and accepts the obligations of Section 607.0501 of the Florida Business Corporation Act.

Quinn McCall, Assistant Secretary

((H18000247693 3)))