

Dec 10 2020 12:30PM

GRAY ROBINSON

No. 1468 P. 1

12/10/2020

Division of Corporations

Florida Department of State

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**OCS GROUP HOLDINGS, INC.**

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**FIRST AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
OCS GROUP HOLDINGS, INC.**

The undersigned, on behalf of OCS GROUP HOLDINGS, INC., a Florida corporation (the "Corporation"), has executed these Amended and Restated Articles of Incorporation, as approved by the Board of Directors and all of the shareholders of the Corporation effective December 7, 2020. The number of votes cast by the shareholders was sufficient for approval.

*These Amended and Restated Articles amend and restate in their entirety the Corporation's Articles of Incorporation, as filed with the Florida Department of State on April 18, 2019 (document number P19000032743) (the "Original Articles").*

**ARTICLE I - NAME AND ADDRESS**

The name of the Corporation is OCS GROUP HOLDINGS, INC. The street address of the initial principal office of the Corporation and mailing address shall be 4700 Millenia Blvd., Suite 400, Orlando, Florida 32839.

**ARTICLE II - CORPORATE EXISTENCE**

The Corporation commenced its existence concurrent with the filing of the Original Articles with the Florida Department of State.

**ARTICLE III - DURATION**

The Corporation shall exist perpetually.

**ARTICLE IV - PURPOSE**

The Corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, *Florida Statutes*.

**ARTICLE V - CAPITAL STOCK**

The maximum number of shares of capital stock that the Corporation shall have authority to issue is one hundred ten thousand (110,000) shares, consisting of (i) ten thousand (10,000) shares of Class A Voting Common Stock, \$0.00 par value (the "Class A Common Stock"), and (ii) one hundred thousand (100,000) shares of Class B Non-Voting Common Stock, \$0.00 par value (the "Class B Common Stock"). The Class A Common Stock and the Class B Common Stock are hereinafter referred to collectively as the "Common Stock".

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The preferences, qualifications, limitations, restrictions and the special or relative rights of the shares of the Class A Common Stock and the Class B Common Stock shall be identical in all respects except solely as otherwise set forth in these Articles of Incorporation. The preferences, qualifications, limitations, restrictions and the special or relative rights of the Common Stock are as follows:

**SECTION 1. Common Stock - General Provisions.** Each share of Common Stock shall be equal to every other share of Common Stock, except as otherwise provided herein or required by law.

Shares of Common Stock authorized hereby shall not be subject to preemptive rights. The holders of shares of Common Stock now or hereafter outstanding shall have no preemptive right to purchase or have offered to them for purchase any of such authorized but unissued shares, or other equity securities issued or to be issued by the Corporation.

In the event of any voluntary or involuntary liquidation, distribution or winding up of the Corporation, the holders of shares of Common Stock shall be entitled to receive all of the remaining assets of the Corporation available for distribution to its shareholders, ratably in proportion to the number of shares of Common Stock held by them.

**SECTION 2. Common Stock - Voting Rights; Dividends and Other Distributions; and Elimination of Rights.**

(a) Voting Rights. The shares of Common Stock shall have the following voting rights:

(i) Class A Common Stock. Each share of Class A Common Stock shall entitle the holder thereof to one (1) vote upon all matters upon which shareholders have the right to vote. Except as otherwise required by applicable law, the holders of shares of Class A Common Stock shall vote together as one class on all matters submitted to a vote of shareholders of the Corporation.

(ii) Class B Common Stock. Each share of Class B Common Stock shall carry no right to vote for the election of directors of the Corporation and no right to vote on any matter presented to the shareholders for their vote or approval, except solely as expressly required by applicable law.

(b) Dividends and Distributions. The holders of shares of Common Stock shall be entitled to such dividends and other distributions in cash, stock or property of the Corporation as may be declared thereon by the Board of Directors from time to time out of assets or funds of the Corporation legally available therefor; provided, however, that in no event may the rate of any dividend payable on outstanding shares of any class of Common Stock be greater than the dividend rate payable on outstanding shares of the other class of Common Stock.

(c) Elimination of Appraisal and Similar Rights by Holders of Class B Common Stock. To the fullest extent permitted by applicable law, no holder of Class B Common Stock shall be entitled to the exercise of any rights of appraisal, any dissenters' rights

or any similar rights relating to any domestication, conversion, merger, share exchange, disposition of assets, amendment to the articles of incorporation or other corporate action that a holder of Class B Common Stock may have by virtue of, or with respect to, any shares of Class B Common Stock owned by such holder, and each holder of Class B Common Stock shall be deemed to have waived, and agrees to cause to be waived and to prevent the exercise of any and all such rights.

## **ARTICLE VI – PERSONAL LIABILITY OF DIRECTORS AND INDEMNIFICATION**

**SECTION 1. Personal Liability of Directors.** To the fullest extent permitted by applicable law, a director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director. If the Florida Business Corporation Act or any other applicable law is amended after approval by the shareholders of this Article VI to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by applicable law as so amended. Any repeal or modification of the foregoing provisions of this Article VI by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions of such director occurring prior to, such repeal or modification.

### **SECTION 2. Indemnification.**

(a) **Generally.** The Corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (an "Indemnified Person") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "Proceeding"), by reason of the fact that such person, or a person for whom such person is the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, limited liability company, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such Indemnified Person in such Proceeding.

(b) **Non-Exclusivity of Rights.** The rights conferred on any person by this Section 2 of this Article VI shall not be exclusive of any other rights which such person may have or hereafter acquire under any statute, the Corporation's by-laws, any agreement, vote of shareholders or disinterested directors, or otherwise.

(c) **Amendment or Repeal.** Any repeal or modification of the foregoing provisions of this Section 2 of this Article VI shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification. The rights provided hereunder shall inure to the benefit of any Indemnified Person and such person's heirs, executors and administrators.

### ARTICLE VII - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders entitled to vote.

### ARTICLE VIII - REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation currently is:

301 E. Pine Street, Suite 1400  
Orlando, Florida 32801

The name of the registered agent of the Corporation at that address currently is:

Michael E. Neukamm

### ARTICLE IX - BOARD OF DIRECTORS

A. The Corporation currently has two (2) directors and such directors shall be retained by the Corporation upon the filing of these Articles of Incorporation. The number of directors may be either increased or decreased from time to time in accordance with the Corporation's Bylaws, but shall never be less than one (1).

B. The name and address of the current directors of the Corporation are as follows:

<u>Name</u>	<u>Street Address</u>
Robert I. Earl	4700 Millenia Blvd., Suite 400 Orlando, FL 32839
Thomas Avallone	4700 Millenia Blvd., Suite 400 Orlando, FL 32839

### ARTICLE X - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

*[Remainder of page intentionally left blank; signature page follows]*

IN WITNESS WHEREOF, the undersigned has executed these First Amended and Restated Articles of Incorporation effective as of December 8, 2020.

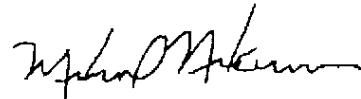
OCS GROUP HOLDINGS, INC., a Florida corporation

By:   
Thomas Avallone, its Treasurer

**CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT**

**OCS GROUP HOLDINGS, INC.**

The undersigned, having been named as registered agent for the above named Corporation, at the place designated in the foregoing First Amended and Restated Articles of Incorporation, hereby accepts such designation and agrees to act in such capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505, *Florida Statutes*.



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Michael E. Neukamm