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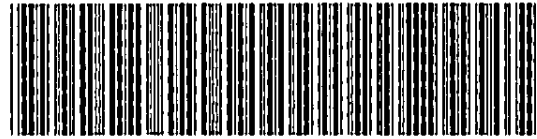
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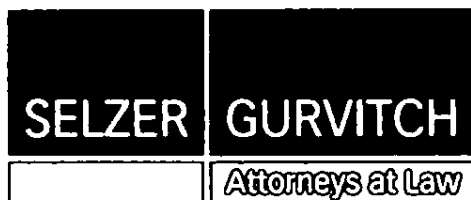


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Philomene Gabriel, Paralegal
pgabriel@sgrvwlaw.com
Direct Dial: 301-634-3173

May 27, 2020

VIA UPS

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, Florida 32303

RE: Amended and Restated Articles of Incorporation of InnoTech Pest Management, Inc.
Our File No.: 11270.001

Dear Sir or Madam:

Enclosed, please find (i) a check in the amount of \$43.75 for filing fee and certified copy made payable to Florida Department of State and (ii) an originally executed Amended and Restated Articles of Incorporation of InnoTech Pest Management, Inc.

Please feel free to contact me with any questions you may have.

Sincerely yours,

A handwritten signature in black ink, appearing to read "Philomene Gabriel".

Philomene Gabriel

Enclosures

cc: Marc Wertheimer, Esq.
James Dattaro, Esq.

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Selzer Gurvitch Rabin Wertheimer & Polott, P.C.
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www.selzergurvitch.com

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
INNOTECH PEST MANAGEMENT, INC.**

(Pursuant to Sections 607.1003 and 607.1007 of the
of the Florida Business Corporation Act)

InnoTech Pest Management, Inc., a corporation organized and existing under and by virtue of the provisions of the State of Florida Business Corporation Act (the "Act"),

DOES HEREBY CERTIFY:

1. That the name of this corporation is InnoTech Pest Management, Inc. (the "**Corporation**"), and that the Corporation was originally incorporated pursuant to the Act by the filing of Articles of Incorporation with the Division of Corporations of the Florida Department of State (the "**Florida DOC**") on February 19, 2020 under the name Kramer Pest Services of Florida, Inc. and that the name of the Corporation was changed to InnoTech Pest Management, Inc. by the filing of Articles of Amendments with the Florida DOC on April 24, 2020.

2. That the Board of Directors duly adopted resolutions proposing to amend and restate the Articles of Incorporation of the Corporation, declaring said amendment and restatement to be advisable and in the best interests of the Corporation and its stockholders, and authorizing the appropriate officers of the Corporation to solicit the consent of the stockholders therefor, which resolution setting forth the proposed amendment and restatement is as follows:

RESOLVED, that the Articles of Incorporation of the Corporation, as previously amended, be amended and restated in its entirety to read as follows:

FIRST: The name of this corporation is InnoTech Pest Management, Inc. (the "**Corporation**").

SECOND: The address of the registered office of the Corporation in the State of Florida is 10348 NW Highway, Suite 320, Micanopy, Florida 32667. The name of its registered agent at such address is David B. Kramer.

THIRD: The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the Act.

FOURTH: The total number of shares of all classes of stock which the Corporation shall have authority to issue is (i) 5,000 shares of Common Stock, \$0.01 par value per share ("**Common Stock**") and (ii) 5,000 shares of Preferred Stock, \$0.01 par value per share ("**Preferred Stock**"). The number of authorized shares of Common Stock and/or Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) and additional classes of shares may be created by the Board of Directors. There shall be no cumulative voting.

The following is a statement of the designations and the powers, privileges and rights, and the qualifications, limitations or restrictions thereof in respect of each class of capital stock of the Corporation.

A. COMMON STOCK

1. Non-Voting. Except as specifically required by the Act, all shares of Common Stock shall be non-voting. As such, holders of shares of Common Stock shall not be entitled to vote on any matter presented to the Stockholders for their action or considerations including, but not limited to, the election of directors.

2. Operating Dividends. Provided that the holders of the Corporation's issued and outstanding shares of Preferred Stock have been paid all current and accrued Preferred Dividends (as defined below) due to them, the holders of shares of Common Stock shall be entitled to receive their proportionate share of any dividends declared by the Directors of the Corporation, based upon the number of shares of Common Stock owned by each such holder as a percentage of the total number of outstanding shares of Common Stock and Preferred Stock as of the date any such dividend is declared.

3. Liquidation Preference. The holders of Common Stock shall have no liquidation preferences.

B. PREFERRED STOCK

1. Voting. The holders of shares of the Corporation's Preferred Stock shall be the sole stockholders entitled to vote, except as specifically required by the Act. All shares of Preferred Stock shall be voting shares, with each share entitled to one (1) vote. On any matter presented to the holders of the Corporation's Preferred Stock for their action or consideration including, but not limited to, the election of directors, at any meeting of the holders of the Corporation's Preferred Stock (or by written consent of such holders of Preferred Stock in lieu of meeting), each holder of outstanding shares of Preferred Stock shall be entitled to cast the number of votes which is equal to the number of whole shares of Preferred Stock held by such holder.

2. Operating Dividends. From and after the date of the issuance of any shares of Preferred Stock, the holders of Preferred Stock shall be entitled to receive a cumulative dividend at the annual rate of four percent (4%), compounded annually, of the Original Issue Price for such shares of Preferred Stock (as defined below)(the "**Preferred Dividend**"), out of any assets legally available therefor, on a pari passu basis, prior and in preference to any declaration or payment of any other dividends to any holders of shares of either the Preferred Stock or Common Stock. For purposes of these Articles of Incorporation, the Original Issue Price of each share of Preferred Stock shall be the amount paid by each holder of Preferred Stock at the time of issuance of shares of Preferred Stock to him/her as determined from time to time in the sole discretion of the Board of Directors, and as reflected in the books and records of the Corporation. The Preferred Dividend shall be payable only when, as and if declared by the Board of Directors of the Corporation (the "**Board**"). If upon any declaration or payment of the

Preferred Dividend, the funds of the Corporation available for distribution as Preferred Dividends shall be insufficient to pay to the holders of Preferred Stock the full amount of the Preferred Dividend to which they are entitled, the holders of Preferred Stock shall receive payment of the Preferred Dividend on a pro rata basis in proportion to the respective amounts which would otherwise be payable to them if all Preferred Dividends payable with respect to such shares were paid in full. The right to receive the Preferred Dividend shall be cumulative, and the right to Preferred Dividends shall accrue to holders of Preferred Stock whether or not dividends on such shares are declared or paid. The Corporation shall not declare, pay or set aside any dividends on shares of any other class or series of capital stock of the Corporation unless the holders of Preferred Stock then outstanding shall first receive, or simultaneously receive, a dividend on each outstanding share of Preferred Stock in an amount at least equal to the accrued and unpaid cumulative Preferred Dividend. After payment of the Preferred Dividend to holders of Preferred Stock, any additional amounts payable as dividends or distributions shall be distributed pro rata among all holders of Common Stock and Preferred Stock on a pari passu basis in proportion to the number of shares of Common Stock and Preferred Stock then held by each such holder of shares of Preferred Stock and Common Stock.

3. Liquidation, Dissolution or Winding Up; Certain Mergers, Consolidations and Asset Sales.

3.1 Preferential Payments to Holders of Preferred Stock. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation or Deemed Liquidation Event (as defined below), the holders of shares of Preferred Stock then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its stockholders before any payment shall be made to the holders of Common Stock by reason of their ownership thereof, in an amount per share equal to one times the Original Issue Price paid by each such holder per share of Preferred Stock, plus any cumulative Preferred Dividends unpaid thereon, (the amount payable pursuant to this sentence is hereinafter referred to as the "**Preferred Liquidation Amount**"). If upon any such liquidation, dissolution or winding up of the Corporation or Deemed Liquidation Event, the assets of the Corporation available for distribution to its stockholders shall be insufficient to pay the holders of shares of Preferred Stock the full amount of the Preferred Liquidation Amount to which they shall be entitled under this Subsection 3.1, the holders of shares of Preferred Stock shall share ratably in any distribution of the assets available for distribution in proportion to the respective amounts which would otherwise be payable in respect of the shares of Preferred Stock held by each such holder of Preferred Stock upon such distribution if all amounts payable on or with respect to such shares were paid in full.

3.2 Payments to Holders of Common Stock and Preferred Stock. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation or Deemed Liquidation Event, after the payment of the Preferred Liquidation Amount required to be paid to the holders of shares of Preferred Stock, the remaining assets of the Corporation available for distribution to its stockholders, if any, shall be distributed among the holders of shares of Common Stock and Preferred Stock, pro rata based on the number of shares of Common Stock and Preferred Stock held by each such holder.

3.3 Deemed Liquidation Events. Each of the following events shall be considered a "**Deemed Liquidation Event**" unless the holders of all of the outstanding shares of Preferred Stock unanimously elect otherwise by written notice sent to the Corporation at least ten (10) days prior to the effective date of any such event:

(a) a merger, reorganization or consolidation in which the Corporation is a constituent party, except any such merger, reorganization or consolidation involving the Corporation in which the shares of capital stock of the Corporation outstanding immediately prior to such merger, reorganization or consolidation continue to represent, or are converted into or exchanged for shares of capital stock that represent, immediately following such merger, reorganization or consolidation, at least a majority, by voting power, of the capital stock of the surviving or resulting corporation;

(b) the sale, lease, transfer, exclusive license or other disposition, in a single transaction or series of related transactions, by the Corporation of all or substantially all the assets of the Corporation; or

(c) (i) The adjudication of the Corporation as insolvent within the meaning of insolvency in either bankruptcy or equity proceedings; (ii) the filing of an involuntary petition in bankruptcy against the Corporation (which is not dismissed within ninety (90) days); (iii) the filing against the Corporation of a petition for reorganization under the Federal Bankruptcy Code or any state statute (which is not dismissed within ninety (90) days); (iv) a general assignment by the Corporation for the benefit of creditors; (v) the voluntary claim by the Corporation that it is insolvent under any provisions of the Bankruptcy Code or any state insolvency statutes; or (vi) the appointment for the Corporation of a temporary or permanent receiver, trustee, custodian, sequestrator and such receiver, trustee, custodian or sequestrator is not dismissed within ninety (90) days.

FIFTH: Subject to any additional vote required by the Corporation's Articles of Incorporation, Stockholders' Agreement entered into by and among the Corporation and the Stockholders named therein, a copy of which is on file at the business offices of the Corporation (the "**Stockholders' Agreement**") or Bylaws, in furtherance and not in limitation of the powers conferred by the Act, the Board is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws of the Corporation and/or the Stockholders' Agreement, as applicable.

SIXTH: Subject to any additional vote required by the Articles of Incorporation, the number of directors of the Corporation shall be determined in the manner set forth in the Bylaws of the Corporation and/or the Stockholders' Agreement, as applicable.

SEVENTH: Elections of directors need not be by written ballot unless the Bylaws of the Corporation or the Stockholders' Agreement shall so provide.

EIGHTH: Meetings of stockholders may be held within or without the State of Florida, as the Bylaws of the Corporation and/or the Stockholders' Agreement may provide. The books of the Corporation may be kept within or without the State of Florida at such place or

places as may be designated from time to time by the Board or in the Bylaws of the Corporation and/or the Stockholders' Agreement, as applicable.

NINTH: To the fullest extent permitted by law, neither the directors nor officers of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for any actions taken or failed to be taken as a director or officer unless such damages directly result from the fraud or willful misconduct of a director or officer. In such event, a director's or officer's liability shall be limited to actual damages only and in no event shall a director or officer be liable for any punitive, special or consequential damages of any kind. If the Act or any other law of the State of Florida is amended, after unanimous approval by the holders of the Corporation's Preferred Stock of this Article Ninth to authorize corporate action further eliminating or limiting the personal liability of directors and/or officers, then the liability of a director and/or officer of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act as so amended.

Any repeal or modification of the foregoing provisions of this Article Ninth by all of the holders of the Corporation's Preferred Stock shall not adversely affect any right or protection of a director or officer of the Corporation existing at the time of, or increase the liability of any director or officer of the Corporation with respect to any acts or omissions of such director or officer occurring prior to, such repeal or modification.

TENTH: The following indemnification provisions shall apply to the persons enumerated below.

1. **Right to Indemnification of Directors and Officers.** 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 against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such Indemnified Person in such Proceeding, unless such damages directly result from fraud or willful misconduct by a director or officer. In such event, a director's or officer's liability shall be limited to actual damages only and in no event shall a director or officer be liable for any punitive, special or consequential damages of any kind.

2. **Prepayment of Expenses of Directors and Officers.** The Corporation shall pay the expenses (including reasonable attorneys' fees) incurred by an Indemnified Person in defending any Proceeding in advance of its final disposition, provided, however, that, to the extent required by law, such payment of expenses in advance of the final disposition of the Proceeding shall be made only upon receipt of an undertaking by the Indemnified Person to repay all amounts advanced if it should be ultimately determined that the Indemnified Person is not entitled to be indemnified under this Article Tenth or otherwise.

3. **Non-Exclusivity of Rights.** The rights conferred on any director or officer by this Article Tenth shall not be exclusive of any other rights which such person may have or

hereafter acquire under any statute, provision of these Articles of Incorporation, the Bylaws, the Stockholders' Agreement, or by vote of the holders of the Corporation's Preferred Stock or disinterested directors, or otherwise.

4. Insurance. The Board may, to the fullest extent permitted by applicable law as it presently exists, or may hereafter be amended from time to time, authorize an appropriate officer or officers to purchase and maintain at the Corporation's expense insurance: (a) to indemnify the Corporation for any obligation which it incurs as a result of the indemnification of directors and officers under the provisions of this Article Tenth; and (b) to indemnify or insure directors and officers against liability in instances in which they may not otherwise be indemnified by the Corporation under the provisions of this Article Tenth.

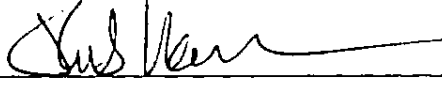
ELEVENTH: Any repeal or modification of the foregoing provisions of these Articles of Incorporation shall not adversely affect any right or protection hereunder of any director or officer in respect of any act or omission occurring prior to the time of such repeal or modification. Unless the Board of Directors of the Corporation consents in writing to the selection of an alternative forum, any federal or state court having proper jurisdiction and sitting in Alachua County in the State of Florida shall be the sole and exclusive forum for any stockholder (including a beneficial owner) to bring (i) any derivative action or proceeding brought on behalf of the Corporation, (ii) any action asserting a claim of breach of fiduciary duty owed by any director, officer or other employee of the Corporation to the Corporation or the Corporation's stockholders, or (iii) any action asserting a claim against the Corporation, its directors, officers or employees arising pursuant to any provision of the Act or other applicable Florida law, these Articles of Incorporation, or the Corporation's Bylaws.

3. That the foregoing Articles of Amendment and Restatement were approved by all of the holders of the Preferred Stock of the Corporation in accordance with Section 607.1007 of the Act.

4. That these Amended and Restated Articles of Incorporation, which restate and integrate and further amend the provisions of this Corporation's Articles of Incorporation, have been duly adopted in accordance with Section 607.1003 of the Act.

[Signatures Appear on Following Page]

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been executed, under Seal, by a duly authorized officer of the Corporation on May 21, 2020.

By:  (SEAL)
Richard Kramer, President