

P210000003740

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

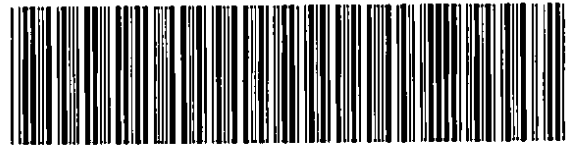
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



900368618559

2021 JUN 24 PM 11:00

2021 JUN 24 PM 1:04

Amended
Restated

JUN 30 2021
ALBRITTON

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 879626 98373A

AUTHORIZATION :

[Signature]

COST LIMIT : \$ 35.00

ORDER DATE : June 24, 2021

ORDER TIME : 3:05 PM

ORDER NO. : 879626-005

CUSTOMER NO: 98373A

DOMESTIC AMENDMENT FILING

NAME: WIRE PRODUCTS INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Alexxis Weiland -- EXT# 61592

EXAMINER'S INITIALS:

[Handwritten initials: IC]



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 25, 2021

CORPORATION SERVICE COMPANY

SUBJECT: WIRE PRODUCTS INC
Ref. Number: P21000003740

RESUBMIT
Please give original
submission date as file date.

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

The date of adoption of each amendment must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton
Regulatory Specialist II

Letter Number: 921A00014511

RECEIVED
2021 JUN 29 PM 4: 02
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
WIRE PRODUCTS INC, A FLORIDA CORPORATION**

Donovan Holmes hereby certifies that:

1. He is the duly elected and acting President and Secretary of WIRE PRODUCTS INC, a Florida corporation.
2. The Articles of Incorporation of this corporation are hereby amended and restated to read as follows:

I

The name of the corporation is WIRE PRODUCTS INC, a Florida corporation (the "Corporation" or the "Company").

II

The address of the registered office of the Corporation in the State of Florida is:

4300 NW 10th Avenue
Fort Lauderdale, Florida 33309

The name of the Corporation's registered agent at said address is: Donovan D. Holmes.

III

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Florida Business Corporation Act.

IV

A. The Corporation is authorized to issue one classes of stock designated "Common Stock". The par value of the Common Stock shall be one cent (\$.01). The par value of the Common Stock shall be deemed retroactive to and effective as of January 5, 2021. The total number of shares which the Corporation is authorized to issue is One Thousand (1,000) shares, all of which shall be Common Stock (the "Common Stock").

B. The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares of Common Stock then outstanding) by the affirmative vote of the holders of a majority of the Series A Common stock of the Corporation.

C. Nine Hundred Twenty (920) of the authorized shares of Common Stock are hereby designated Series A Common Stock (the "Series A Common").

D. Eighty (80) of the authorized shares of Common Stock are hereby designated Series B Common Stock (the "Series B Common").

FILED
2021 JUN 24 PM 1:03

✓

E. The rights, preferences, privileges, restrictions and other matters relating to the Series A Common are as follows:

1. **Dividend Rights.** Holders of Series A Common, in equal rank with the holders of the Series B Common, shall be entitled to receive, when and as declared by the Board of Directors, but only out of funds that are legally available therefor, cash dividends at the rate to be determined by the Board of Directors from time to time for each outstanding share of Series A Common (as adjusted for any stock dividends, combinations, splits, recapitalizations and the like with respect to such shares). Such dividends shall be payable only when, as and if declared by the Board of Directors.

2. **Voting Rights.** The Series A Common shall be voted at any annual or special meeting of shareholders of the Company, and may act by written consent upon the following basis: each holder of shares of Series A Common shall be entitled to such number of votes equal to the whole number of shares of Series A Common held.

3. **Liquidation Rights.** Upon any liquidation, dissolution, or winding up of the Company, whether voluntary or involuntary, the holders of Series A Common, in equal rank with the holders of the Series B Common, shall be entitled to be paid out of the assets of the Company ratably in proportion to each share of Series A Common held by them.

F. The rights, preferences, privileges, restrictions and other matters relating to the Series B Common are as follows:

1. **Dividend Rights.** Holders of Series B Common, in equal rank with the holders of the Series A Common, shall be entitled to receive, when and as declared by the Board of Directors, but only out of funds that are legally available therefor, cash dividends at the rate to be determined by the Board of Directors from time to time for each outstanding share of Series B Common (as adjusted for any stock dividends, combinations, splits, recapitalizations and the like with respect to such shares). Such dividends shall be payable only when, as and if declared by the Board of Directors.

2. **Voting Rights.** The Series B Common shall be non-voting common stock.

3. **Liquidation Rights.** Upon any liquidation, dissolution, or winding up of the Company, whether voluntary or involuntary, the holders of Series B Common, in equal rank with the holders of the Series A Common, shall be entitled to be paid out of the assets of the Company ratably in proportion to each share of Series B Common held by them.

V

A. A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the director derived an improper personal benefit. If the Florida Business Corporation Act is amended after approval by the stockholders of this Article V to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act, as so amended.

B. Any repeal or modification of this Article V shall only be prospective and shall not affect the rights under this Article VII in effect at the time of the alleged occurrence of any action or omission to an act giving rise to liability.

VI

For the management of the business and for the conduct of the affairs of the Corporation, and in further definition, limitation and regulation of the powers of the Corporation, of its directors and of its stockholders or any class thereof, as the case may be, it is further provided that:

A. The management of the business and the conduct of the affairs of the Corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed by the Board of Directors in the manner provided in the Bylaws.

B. The Board of Directors may from time to time make, amend, supplement or repeal the Bylaws; provided, however, that the Series A Common stockholders may change or repeal any Bylaw adopted by the Board of Directors by the affirmative vote of the holders of a majority of the voting power of all of the then outstanding shares of the Series A Common of the Corporation; and, provided further, that no amendment or supplement to the Bylaws adopted by the Board of Directors shall vary or conflict with any amendment or supplement thus adopted by the stockholders.

C. The directors of the Corporation need not be elected by written ballot unless the Bylaws so provide.

VII

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Amended and Restated Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are granted subject to this right.

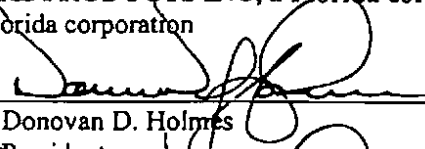
These Amended and Restated Articles of Incorporation have been duly approved by the Board of Directors of this Corporation.

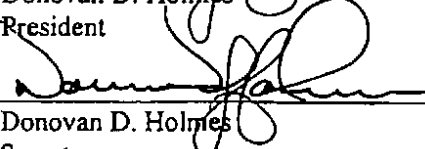
These Amended and Restated Articles of Incorporation have been duly adopted in accordance with the provisions of Section 607.1003 of the Florida Business Corporation Act by the stockholders of the Corporation on March 1, 2021. The total number of outstanding shares entitled to vote or act by written consent was 1000 shares of Common Stock. A majority of the outstanding shares of Common Stock approved these Amended and Restated Articles of Incorporation by written consent on March 1, 2021, in accordance with Section 607.1003 of the Florida Business Corporation Act and written notice of such was given by the Corporation in accordance with said Section 607.1003 of the Florida Business Corporation Act.

{SIGNATURE PAGE ATTACHED. THIS AREA INTENTIONALLY BLANK.}

✓
IN WITNESS WHEREOF, WIRE PRODUCTS INC, A FLORIDA CORPORATION, a Florida corporation,
has caused these Amended and Restated Articles of Incorporation to be signed by the President and the
Secretary in Pompano Beach, Florida, this 1st, day of March, 2021.

WIRE PRODUCTS INC, a Florida corporation,
a Florida corporation

By: 
Donovan D. Holmes
President

By: 
Donovan D. Holmes
Secretary