

P93000051396

(Requestor's Name)

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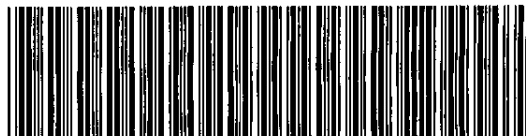
(Business Entity Name)

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DIVISION OF CORPORATE &  
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DEC 2 2016

C LEWIS

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

ACCOUNT NO. : I20000000195

REFERENCE : 387177 5020727

AUTHORIZATION :

*[Signature]*

COST LIMIT : \$35.00

ORDER DATE : December 1, 2016

ORDER TIME : 2:27 PM

ORDER NO. : 387177-005

CUSTOMER NO: 5020727

DOMESTIC AMENDMENT FILING

NAME: OUTSOURCE, INC.

EFFECTIVE DATE:

ARTICLES OF AMENDMENT  
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
XX PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Courtney Williams -- EXT# 62935

EXAMINER'S INITIALS: \_\_\_\_\_

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
OUTSOURCE, INC.**

**PREAMBLE**

*P93000051396*

Pursuant to the Florida Business Corporation Act (the "FBCA" or the "Act"), **OUTSOURCE, INC.**, a Florida corporation (the "Corporation"), hereby certifies that:

**FIRST:** The Corporation was originally incorporated in the State of Florida effective July 19, 1993. Amended and Restated Articles of Incorporation dated December 17, 2012 were filed with the Department of State on December 18, 2012. The following Amended and Restated Articles of Incorporation shall amend, restate, and supersede in their entirety any and all prior Articles of Incorporation, as amended, and as amended and restated, of the Corporation as filed with the State of Florida from the date of the Corporation's original incorporation through the date hereof.

**SECOND:** The following Amended and Restated Articles of Incorporation have been approved by all of the directors and voting shareholders of the Corporation in the manner and by the vote required by the FBCA. These Amended and Restated Articles of Incorporation contain amendments that require voting shareholder approval. Such amendments were approved by the voting shareholders pursuant to a written consent dated November 30, 2016 in accordance with Section 607.0704 of the FBCA, and the number of votes cast for the amendments by the voting shareholders was sufficient for approval.

**ARTICLE I**

**NAME**

The name of the corporation is **OUTSOURCE, INC.** (the "Corporation").

**ARTICLE II**

**PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 397 Wekiva Springs Road, Suite 117, Longwood, FL 32779.



### **ARTICLE III**

#### **PURPOSE**

The Corporation may engage in any lawful activity for which corporations may be organized under the FBCA.

### **ARTICLE IV**

#### **CAPITAL STOCK**

4.1 Number of Authorized Shares; Par Value; Voting Common Stock and Non-Voting Common Stock. The aggregate number of authorized shares of common stock which the Corporation shall have authority to issue is TWELVE THOUSAND FIVE HUNDRED (12,500.00) shares to be designated respectively as "Series A Voting Common Stock" and "Series B Non-Voting Common Stock" as follows:

(a) Series A Voting Common Stock. The total number of authorized shares of Series A Voting Common Stock shall be six thousand (6,000.00) shares with a par value of \$.10 per share.

(b) Series B Non-Voting Common Stock. The total number of authorized shares of Series B Non-Voting Common Stock shall be six thousand five hundred (6,500.00) shares with a par value of \$.10 per share.

(c) Increase or Decrease in Authorized Shares. The total number of authorized shares of Series A Voting Common Stock and Series B Non-Voting Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the issued and outstanding shares of the Series A Voting Common Stock.

4.2 Series B Non-Voting Common Stock Voting Rights. Series B Non-Voting Common Stock shall have no voting rights; provided, however, that the holders of the Series B Non-Voting Common Stock will be entitled to vote as a separate class on any amendments to the Articles of Incorporation or any merger which would adversely affect their rights, privileges, or preferences upon any liquidation or dissolution in which such holders would receive securities with rights, privileges, or preferences less beneficial than those held by them as holders of Series B Non-Voting Common Stock, and in such event, the holders of the Series B Non-Voting Common Stock shall be entitled to one vote per one share of Series B Non-Voting Common Shares.

4.3 Series A Voting Common Stock Voting Rights. The holders of the issued and outstanding shares of the Series A Voting Common Stock shall be entitled to one vote per one share thereof on all matters submitted to such holders for a vote, and the affirmative vote of a majority of such shares shall prevail.



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4.4 Other Rights, Preferences, and Privileges of Series A Voting Common Stock and Series B Non-Voting Common Stock. Except as otherwise specifically set forth herein with respect to voting, all shares of Series A Voting Common Stock and Series B Non-Voting Common Stock shall have the same rights, preferences and privileges with respect to dividends, distributions, or any liquidation or dissolution of the Corporation.

4.5 Identical Rights to Distribution and Liquidation Proceeds. All shares of common stock of this Corporation (both Series A Voting Common Stock and Series B Non-Voting Common Stock) shall have identical rights to distribution and liquidation proceeds in compliance with U.S. Treasury Regulation Section 1.1361-1 to maintain the Corporation's election to be classified as a Subchapter S corporation pursuant to the Internal Revenue Code of 1986, as amended.

#### **ARTICLE V**

##### **REGISTERED OFFICE AND AGENT**

The street address of the registered office of this Corporation is 397 Wekiva Springs Road, Suite 117, Longwood, FL 32779. The registered agent shall be Joe P. Salyer.

#### **ARTICLE VI**

##### **BOARD OF DIRECTORS**

The Corporation shall have a board of directors. The number of the members of the board of directors shall be established by the Corporation's Bylaws.

#### **ARTICLE VII**

##### **BYLAWS**

The holders of a majority of the shares of the issued and outstanding Series A Voting Common Stock shall have the sole power to vote to establish, enact, alter or repeal Bylaws for the management of this Corporation, and the duties of the directors and officers of this Corporation shall be prescribed by such Bylaws.

#### **ARTICLE VIII**

##### **NO PREEMPTIVE RIGHTS**

The Corporation elects not to have shareholder preemptive rights.



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**ARTICLE IX**

**INDEMNIFICATION**

This Corporation shall indemnify its officers and directors to the fullest extent permitted by law.

**ARTICLE X**

**AMENDMENTS**

These Amended and Restated Articles of Incorporation may be amended in the manner provided by law.

The undersigned has executed these Amended and Restated Articles of Incorporation this 30<sup>th</sup> day of November, 2016.

**OUTSOURCE, INC., a Florida  
corporation**

By: Joe P. Salyer

Joe P. Salyer,  
President

**CERTIFICATE**

The Amended and Restated Articles of Incorporation preceding this Certificate were duly adopted and approved by all the directors and voting shareholders of the Corporation in the manner and by the vote required by the FBCA. The Amended and Restated Articles of Incorporation contain amendments that require voting shareholder approval. The amendments were approved by all of the directors and voting shareholders pursuant to a written consent dated November 30, 2016 in accordance with Section 607.0704 of the FBCA, and the number of votes cast for the amendment by the voting shareholders was sufficient for approval.

The undersigned President of this Corporation has executed these Amended and Restated Articles of Incorporation this 30<sup>th</sup> day of November, 2016.

**OUTSOURCE, INC., a  
Florida corporation**

By: Joe P. Salyer

Joe P. Salyer, President

Joe P. Salyer

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**CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE  
FOR SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING REGISTERED AGENT UPON WHOM  
PROCESS MAY BE SERVED**

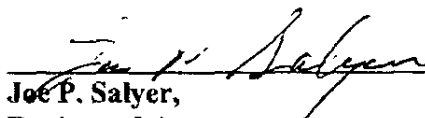
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PURSUANT to Florida Statutes Section 48.091 (the "Registered Agent Law"), the following is submitted in compliance therewith:

THAT, **OUTSOURCE, INC.**, organized under the laws of the State of Florida, with its principal office as indicated in the Amended and Restated Articles of Incorporation in the City of Longwood, County of Seminole, State of Florida, **has named its Registered Agent, Joe P. Salyer, of 397 Wekiva Springs Road, Suite 117, Longwood, Florida, to accept service of process within this State.**

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby accept and agree to act in this capacity and agree to comply with the provisions of the Registered Agent Law relative to keeping open said office.

  
Joe P. Salyer,  
Registered Agent,  
OUTSOURCE, INC.

