

P94 0000 49860

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(City/State/Zip/Phone #)

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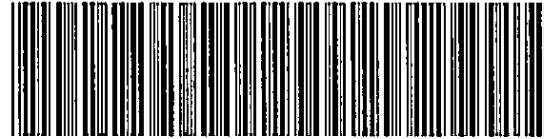
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FL

AUG 06 2019
C Kinsey

KARL A. BURGUNDER,
Attorney at Law



1490 Swanson Drive
Suite 200
Oviedo, FL 32765
Telephone: 407-366-3555
Email: karl@cfbizlaw.com
www.cfbizlaw.com

July 31, 2019

Catherine M. Wood
Regulatory Specialist II
Florida Department of State,
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Wilson & Company, Inc.
Ref. Number P94000049860

Dear Ms. Wood:

I am in receipt of your letter dated June 26, 2019 (copy enclosed) regarding the recent filing I submitted on behalf of my client, Wilson & Company, Inc. I am enclosing the signed original of the missing final page (page 12) of the Amended and Restated Articles of Incorporation of Wilson & Company, Inc., along with copies of the other pages of this document previously submitted. I assume you continue to hold the originals of the other 11 pages of the document.

I trust that everything is now in order. If so, please file these amended and restates articles in the DOC public records as per your normal procedure. Please let me know if there are any other matters regarding this filing requiring my attention.

Very truly yours,

A handwritten signature in cursive script that reads "Karl A. Burgunder".

Karl A. Burgunder

enc.

RECEIVED

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: WILSON & COMPANY, INC.

DOCUMENT NUMBER: P94000049860

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

KARL A BURGUNDER

Name of Contact Person

KARL A BURGUNDER, ATTORNEY AT LAW, P.L.

Firm/ Company

1490 SWANSON DRIVE, STE 200

Address

OVIEDO, FL 32765

City/ State and Zip Code

karl@cfbizlaw.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

KARL A. BURGUNDER at (407) 366-3555
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed) |
|---|--|---|--|

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

WILSON & COMPANY, INC.

The undersigned, being and constituting all of the directors of WILSON & COMPANY, INC., the "Corporation," for the purposes of amending and restating the articles of incorporation as set forth herein, and in accordance with the provisions of Chapter 607, Florida Statutes, hereby adopt these AMENDED AND RESTATED ARTICLES OF INCORPORATION OF WILSON & COMPANY, INC., which amend in certain particulars and restate the ARTICLES OF INCORPORATION of WILSON & COMPANY filed in the Office of the Florida Department of State – Division of Corporations on July 6, 1994 and assigned document number P94000049860. By their signatures hereon, the undersigned directors waive notice of a meeting of the directors for purposes of adopting these Amended and Restated Articles of Incorporation, which shall become effective on May 30, 2019 and which shall supersede the original Articles of Incorporation and all prior amendments thereto, if any, as follows:

ARTICLE I
NAME

The name of this Corporation shall be Wilson & Company, Inc.

ARTICLE II
COMMENCEMENT OF CORPORATE EXISTENCE AND DURATION

This Corporation's existence began on July 6, 1994 and the Corporation shall exist in perpetuity unless and until sooner dissolved in accordance with the Bylaws or as otherwise provided by law.

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CLERK OF STATE
TALLAHASSEE, FL

ARTICLE III
PRINCIPAL OFFICE

The principal office of the Corporation and its mailing address are: 1227 E. Broadway St., Suite 101, Oviedo, FL 32765. The Corporation may, from time to time, change its principal office or mailing address or may or may designate such other offices and places of business, as it deems necessary.

ARTICLE IV
PURPOSES AND GENERAL POWERS

The purpose of this Corporation shall be for the transaction of any and all lawful business. This Corporation shall have all the powers enumerated in the Florida Business Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law or which are necessary or convenient for carrying out its purposes and conducting its affairs, including, without limitation and only by illustration, the power:

- (1) To sue and be sued, complain, and defend in its corporate name;
- (2) To have a corporate seal, which may be altered at will and to use it or a facsimile of it, by impressing or affixing it or in any other manner reproducing it;
- (3) To purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property or any legal or equitable interest in property wherever located;
- (4) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, and otherwise dispose of all or any part of its property;

(5) To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statutes §607.0833;

(6) To purchase, receive, subscribe for, or otherwise acquire; own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of; and deal in and with shares or other interests in, or obligations of, any other entity;

(7) To make contracts and guarantees, incur liabilities, borrow money, issue its notes, bonds, and other obligations (which may be convertible into or include the option to purchase other securities of the corporation), and secure any of its obligations by mortgage or pledge of any of its property, franchises, and income and make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting corporation; a corporation which owns, directly or indirectly, a majority of the outstanding stock of the contracting corporation; or a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding stock of the contracting corporation, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation, and make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation;

(8) To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment;

(9) To conduct its business, locate offices, and exercise the powers granted by this act within or without this state;

(10) To elect directors and appoint officers, employees, and agents of the corporation and define their duties, fix their compensation, and lend them money and credit;

(11) To make and amend bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for managing the business and regulating the affairs of the corporation;

(12) To make donations for the public welfare or for charitable, scientific, or educational purposes;

(13) To transact any lawful business that will aid governmental policy;

(14) To make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the corporation;

(15) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, share bonus plans, share option plans, and benefit or incentive plans for any or all of its current or former directors, officers, employees, and agents and for any or all of the current or former directors, officers, employees, and agents of its subsidiaries;

(16) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his or her death shares of its stock owned by the shareholder or by the spouse or children of the shareholder; and

(17) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity.

(18) All the emergency powers set forth in Fla. Stat. §607.0303, as the same may be amended.

ARTICLE V
CAPITAL STOCK

(1). Number and Class of Shares Authorized; Par Value.

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

Number of	Par Value	
<u>Shares Authorized</u>	<u>Per Share</u>	<u>Class and Series</u>
1,000.00	\$1.00	Common Voting
10,000.00	\$1.00	Common Non-Voting

The consideration given and received for the above stock shall be payable in cash, property (tangible and/or intangible), past or future labor or services in lieu of cash; at a just valuation to be fixed by the Board of Directors of the Corporation. All shares of stock issued by the Corporation prior to the adoption of these AMENDED AND RESTATED ARTICLES OF INCORPORATION are hereby deemed to be Common Voting shares, regardless of whether so designated on any share certificate.

(2.) Voting Rights.

Subject to the provisions or restrictions of any shareholders' agreement(s), the shareholders of Common Voting stock shall possess and exercise exclusive voting rights and at all meetings of the shareholders, for all matters for which shares may be voted by the holder thereof as permitted by law, and each record holder of such stock shall be entitled to one vote for each share held. Subject to the provisions or restrictions of any shareholders' agreement(s), the shareholders of Common, Non-Voting stock shall have no right to vote any such shares held for any purpose whatsoever.

(3.) Preemptive Rights.

Each shareholder of the Corporation shall have the right, upon the sale for cash or otherwise, of any new stock of the Corporation or of any stock of the Corporation held by it in its treasury or otherwise, of the same or any other kind, class or series as that which he already holds, to purchase his pro rata or any other share of such stock at the same price it is offered to others or any other price.

(4.) Fractional Shares. The issuance of fractional shares shall be permitted.

ARTICLE VI
REGISTERED OFFICE AND AGENT

The registered office of this Corporation shall be located at: 1227 E. Broadway St., Suite 101, Oviedo, FL 32765. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Amended and Restated Articles of Incorporation.

ARTICLE VII
BOARD OF DIRECTORS

This Corporation shall be governed by a Board of Directors consisting of three (3) directors. The number of directors may be either increased or decreased from time to time as provided in the Bylaws or by the resolution of all current directors. The name and mailing address of the directors of this Corporation are:

B. Parks Wilson, P.O. Box 525, Cedar Key, FL 32625,

Amelia D. Wilson, P.O. Box 525, Cedar Key, FL 32625, and

Barry D. Henderson, 1227 E. Broadway St., Suite 101, Oviedo, FL 32765.

The function, qualifications, compensation, election, term, replacement, removal, resignation, quorum requirements, committees, meetings, authority, and other attributes of the Board of Directors shall be as provided in the Bylaws, or, if not specified therein, as provided by law. All directors shall be entitled to receive an annual director's fee not to exceed \$250.00, unless otherwise provided in the Bylaws.

ARTICLE VIII BYLAWS

Except as otherwise provided by law, the power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors.

ARTICLE IX INDEMNIFICATION

To the fullest extent permitted by applicable law, and excepting acts of willful misconduct, recklessness, or gross negligence, the Corporation shall indemnify and hold harmless any director, officer, employee or agent of the Corporation, and may reimburse any of the foregoing for reasonable expenses actually incurred, including reasonable attorneys' fees, or authorize advancement of expenses, in cases involving an administrative proceeding or civil action, in accordance with and to the fullest extent permitted or required by the laws of the State of Florida, including but not limited to, the Florida Business Corporation Act; provided that, notwithstanding anything to the contrary in these Amended and Restated Articles of Incorporation, the Corporation is authorized to provide such indemnification through Bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested

directors or otherwise, in excess of the indemnification and advancement otherwise permitted by the Florida Business Corporation Act. Without limiting the foregoing, the Corporation hereby agrees as follows:

1. Each person (and the heirs, legal representatives, or administrators of such person) (each such person, an "Indemnitee") who was or is a party or is threatened to be made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other business entity or enterprise, shall be indemnified and held harmless by the Corporation to the fullest extent permitted by applicable law. The right to indemnification conferred in this Article IX shall also include the right to be paid by the Corporation the expenses incurred in connection with any such proceeding in advance of its final disposition to the fullest extent authorized by applicable law. The right to indemnification conferred in this Article IX shall be a contract right.

2. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the applicable law; provided, however, that such insurance shall not be used to pay or reimburse any such person for the cost of any judgment or civil money penalty assessed

against such person in an administrative proceeding or civil action commenced by any federal banking agency.

4. The rights and authority conferred in this Article IX shall not be exclusive of any other right which any person may otherwise have or hereafter acquire.

5. Notwithstanding anything to the contrary in this Article IX, neither the amendment nor repeal of this Article IX, nor the adoption of any provision of these Amended and Restated Articles of Incorporation or the Bylaws of the Corporation, nor, to the fullest extent permitted by applicable law, any modification of law, shall eliminate or reduce the effect of this Article IX in respect of any acts or omissions occurring prior to such amendment, repeal, adoption or modification, and all rights to indemnification and advancement of expenses granted herein arising out of any act or omission vest at the time of the act or omission in question, regardless of when or if any proceeding with respect to such act or omission is commenced.

ARTICLE X CONFLICTS OF INTEREST

Subject to the mandatory disclosure provisions contained in this Article X, no contract, agreement or other transaction between this Corporation and any other corporation or other business entity, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are financially or otherwise interested in, or are the directors or officers of, such other corporation or business entity, and the Corporation, any subsidiary of the Corporation, the directors, the directors of any subsidiary of the Corporation and the other stockholders shall have no rights in and to such ventures or the income or profits derived therefrom, and the pursuit of any such venture, even if competitive with the business of the Corporation or any subsidiary thereof, shall not be deemed wrongful or improper. Any

director individually, or any firm of which any director may be a member, may be a party to, or may be financially or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he, she, or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director or an officer of such other corporation or business entity, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction.

ARTICLE XI
NO LIABILITY OF SHAREHOLDERS

Shareholders of the Corporation shall bear no liability for the debts of the Corporation.

ARTICLE XII
AMENDMENT

This Corporation, by its Board of Directors, reserves the right to amend or repeal any provisions contained in these Amended and Restated Articles of Incorporation, or any subsequent amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIII
HEADINGS AND CAPTIONS

The headings or captions of these various Articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various Articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the directors of the Corporation have executed these
AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF WILSON & COMPANY, INC. on May 30, 2019 at Oviedo, Florida, and hereby certify that all necessary approvals prerequisite to the adoption of the same have been obtained.

DIRECTORS:

B. Parks Wilson
B. Parks Wilson

Amelia D. Wilson
Amelia D. Wilson

Barry D. Henderson
Barry D. Henderson

ATTEST:

By: Amelia D. Wilson
Amelia D. Wilson, Secretary

[SEAL]

APPROVAL OF SHAREHOLDERS

The undersigned, being and constituting all of the shareholders of WILSON & COMPANY, INC., hereby approve and adopt the foregoing AMENDED AND RESTATED ARTICLES OF INCORPORATION OF WILSON & COMPANY, INC. effective as of May 30, 2019 at a duly convened meeting held for such purpose, and consent to the same being duly filed with the Florida Secretary of State - Division of Corporations. The number of votes cast for the amendments by the shareholders were sufficient for approval.

B. Parks Wilson
B. Parks Wilson

Amelia D. Wilson
Amelia D. Wilson

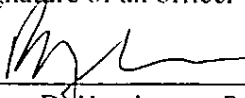
Barry D. Henderson
Barry D. Henderson

STATEMENT OF CHANGE OF REGISTERED AGENT

This statement of change is submitted for Wilson & Company, Inc., a Florida corporation.

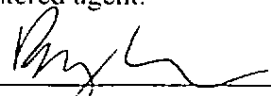
1. The name of the corporation is Wilson & Company, Inc.
2. The principal office address and the mailing address of the corporation is 1227 E. Broadway St., Ste. 101, Oviedo, FL 32765.
3. The corporation was incorporated in the State of Florida on July 6, 1994 and was assigned document number P94000049860.
4. The name and street address of the current registered agent and registered office on file with the Florida Department of State is Brian P. Wilson, 1227 E. Broadway St., Ste. 101, Oviedo, FL 32765.
5. The name and street address of the new registered agent of the corporation is Barry D. Henderson, 1227 E. Broadway St., Ste. 101, Oviedo, FL 32765.
6. The registered office of the corporation is unchanged.
7. The change of registered agent was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Signature of an officer or director of the corporation:



Barry D. Henderson, President

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.



Barry D. Henderson

May 30, 2019
Date