

To

Page: 2 of 9

2024-08-19 13:55:38 PST

19548877645

From Kaity Toon

8/16/24, 3:59 PM

PAY 000064580

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H24000275773 3)))



H24000275773ABC4

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)617-6380

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (614)280-3338
Fax Number : (614)573-3996

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: _____

COR AMND/RESTATE/CORRECT OR O/D RESIGN
MT LIBRARY SERVICES, INC.

Certificate of Status	0
Certified Copy	1
Page Count	08
Estimated Charge	\$43.75

Please apply original
application date 8/16/2024

Electronic Filing Menu

Corporate Filing Menu

Help

ARTICLE III OFFICERS AND/OR DIRECTORS (optional)

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change. Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

X Change PT John Doe

X Remove V Mike Jones

X Add SV Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____

ARTICLE IV AMENDED REGISTERED AGENT (OPTIONAL)

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Name: C T Corporation System
 Address: 1200 South Pine Island Road
Plantation, FL 33324

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

 Required Signature/Registered Agent

 Date

ARTICLE VI ARTICLE CONSOLIDATION

These restated articles of incorporation consolidate all amendments into a single document;

ARTICLE VII REQUIRED ADOPTION INFORMATION

Check if applicable:

☒ The amendment(s) is/are being filed pursuant to s. 607.0120(11)E, F.S.

The date of each amendment(s) adoption is: _____
 if other than the date this document is signed.

Adoption of Amendment(s) (CHECK ONE)

☒ X The amendment(s) was/were adopted by the incorporators, or board of director without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the shareholders. Then number of votes cast for the amendment(s) by the shareholder was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting group. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s).

"The number of votes cast for the amendment was/were sufficient for approval by

 (voting group)

2024
 12
 13:26

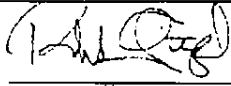
ARTICLE VIII EFFECTIVE DATE:Effective date, if other than the date of filing: August 15, 2024

(OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than 90 days after the filing.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Dated: August 15, 2024Signature: 

(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee or other court appointed fiduciary by that fiduciary)

Robert Gogel

(Typed or printed name of person signing)

Chief Executive Officer

(Title of person signing)

2024-08-19 13:16:38 PDT

EXHIBIT A
FIRST RESTATED
ARTICLES OF INCORPORATION
OF
MT LIBRARY SERVICES, INC.

ARTICLE ONE

The name of the corporation is MT Library Services, Inc. (the "*Corporation*").

ARTICLE TWO

The address of the registered office of the Corporation in the State of Florida is 1200 South Pine Island Road, in the City of Plantation, 33324. The name of its registered agent at that address is C T Corporation System.

ARTICLE THREE

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 Florida Business Corporation Act, as amended from time to time.

ARTICLE FOUR

The total number of shares of the Corporation has authority to issue is 1,000 shares of Common Stock, par value of \$0.01 per share.

ARTICLE FIVE

The Corporation is to have perpetual existence.

ARTICLE SIX

Board Authorization. In furtherance and not in limitation of the powers conferred by statute, and subject to any restrictions set forth in the amendment provision of the by-laws of the Corporation, the Board is expressly authorized to make, alter or repeal the by-laws of the Corporation.

Board Composition. The Board shall be divided into two classes. One class of Directors (the "Class I Directors") shall be comprised of four (4) directors, another class of Directors (the "Class II Directors") shall be comprised of one (1) director. At each succeeding annual meeting of the Stockholders of the Corporation, the successors to each class of directors shall be elected by the stockholders. As of the date hereof, each of the Class I Directors and Class II Directors shall be entitled to one (1) vote.

ARTICLE SEVEN

Meetings of stockholders may be held within or outside of the State of Florida, as the bylaws of the Corporation may provide. The books of the Corporation may be kept outside 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. Election of directors need not be by written ballot unless the bylaws of the Corporation so provide.

ARTICLE EIGHT

To the fullest extent permitted by the Florida Business Corporation Act as the same exists or may hereafter be amended, a director of this Corporation shall not be liable to the Corporation or its stockholders for monetary damages for a breach of fiduciary duty as a director; provided that this provision shall not eliminate or limit the liability of a director (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 the law, (iii) for any matters in respect of which such director shall be liable under Chapter 607 of Title XXXVI of the Florida Business Corporation Act, or (iv) for any transaction from which the director derives an improper personal benefit. If the Florida Business Corporation Act is hereafter amended to authorize corporate action further limiting or eliminating the personal liability of directors, then the liability of the directors of the Corporation shall be limited or eliminated to the fullest extent permitted by the Florida Business Corporation Act, as so amended from time to time. Any repeal or modification of this Article Eight shall be prospective only and shall not adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE NINE

The Corporation shall indemnify its directors and officers to the fullest extent authorized or permitted by law, as now or hereafter in effect, and such right to indemnification shall continue as to a person who has ceased to be a director or officer of the Corporation and shall inure to the benefit of his or her heirs, executors and personal and legal representatives; provided, however, that, except for proceedings to enforce rights to indemnification, the Corporation shall not be obligated to indemnify any director or officer (or his or her heirs, executors or personal or legal representatives) in connection with a proceeding (or part thereof) initiated by such person unless such proceeding (or part thereof) was authorized or consented to by the Board. The right to indemnification conferred by this Article Nine shall include the right to be paid by the Corporation the expenses incurred in defending or otherwise participating in any proceeding in advance of its final disposition.

The Corporation may, to the extent authorized from time to time by the Board, provide rights to indemnification and to the advancement of expenses to employees and agents of the Corporation similar to those conferred in this Article Nine to directors and officers of the Corporation.

The rights to indemnification and to the advance of expenses conferred in this Article Nine shall not be exclusive of any other right which any person may have or hereafter acquire under this Amended Certificate, the bylaws of the Corporation, any statute, agreement, vote of stockholders or disinterested directors or otherwise.

Any repeal or modification of this Article Nine shall not adversely affect any rights to indemnification and to the advancement of expenses of a director or officer of the Corporation existing at the time of such repeal or modification with respect to any acts or omissions occurring prior to such repeal or modification.

ARTICLE TEN

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Amended Certificate in the manner now or hereafter prescribed herein and by the laws of the State of Florida, and all rights conferred upon stockholders herein are granted subject to this reservation.

* * * *

2024-08-19 13:16:38 PDT