

P94000086190

FILINGS, INC. TERESA ROMAN

(Requestor's Name)

2805 LITTLE DEAL ROAD

(Address)

TALLAHASSEE, FLORIDA 32308

(904) 385-6735

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

100002387721--9

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\*\*\*\*\*35.00 \*\*\*\*\*35.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. POLYMERS, Inc (Corporation Name) (Document #)
2. \_\_\_\_\_ (Corporation Name) (Document #)
3. \_\_\_\_\_ (Corporation Name) (Document #)
4. \_\_\_\_\_ (Corporation Name) (Document #)

- ☒ Walk in ☐ Pick up time \_\_\_\_\_ ☐ Certified Copy
- ☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED  
97 DEC 31 PM 2:47  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

12-31-97

Examiner's Initials

CC

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
POLYMERS, INC.**

FILED  
SECRETARY OF CORPORATION  
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Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned Corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation.

The document number of this Corporation is P94000086190.

A. Article V - Capital Stock

Article V of the Articles of Incorporation entitled "Capital Stock" is hereby amended and restated as follows:

1. Authorized Shares. The total number of shares of all classes of stock which the Corporation shall have authority to issue is Three Million One Hundred Ninety Thousand (3,190,000), of which One Million (1,000,000) shares shall constitute a separate class of shares known as common stock, which shall be without par value (the "Common Stock"), and the remaining Two Million One Hundred Ninety Thousand (2,190,000) shares shall constitute a separate class of shares known as preferred stock, which shall be without par value (the "Preferred Stock").

2. Common Stock. The express terms and conditions of the shares classified and designated as Common Stock are as follows:

2.1 Voting Rights of Common Stock. Each share of Common Stock shall entitle the holder thereof to one vote, in person or by proxy, upon each question or matter submitted generally to the holders of the Common Stock of the Corporation, and shall have all voting rights accorded to owners of the Common Stock pursuant to the Florida 1989 Business Corporation Act, except as otherwise set forth herein.

2.2 Liquidation. On dissolution, liquidation, or winding up of the Corporation, voluntarily or involuntarily (a "Liquidation"), and after payment to the holders of shares of Preferred Stock as provided below, the remaining assets and funds of the Corporation, if any, shall be distributed and paid over to the holders of Common Stock, pro rata according to their respective shares.

3. Preferred Stock. The express terms and conditions of the shares classified and designated as Preferred Stock of the Corporation are as follows:

3.1 Preferred Stock Stated Value. The Preferred Stock shall have a stated value per share equal to One Dollar (\$1.00) (the "Preferred Stock Stated Value").

3.2 Dividends with Respect to Preferred Stock. (a) In each year, the holders of Preferred Stock shall be entitled to receive quarterly (based on the Corporation's fiscal year), preferential dividends in cash, which dividends shall be cumulative and shall accrue from the date upon which the Preferred Stock was issued, in an amount equal to four percent (4%) of the Preferred Stock Stated Value per share per annum. Dividends shall accrue daily whether declared and whether funds are legally available therefor. If such dividends are not paid within thirty (30) days after the end of each fiscal quarter of the Corporation, such dividends shall accrue additional dividends from the last day of such fiscal quarter at the same rate per annum.

(b) If, in any dividend period or periods, full dividends (whether past or current) upon the outstanding Preferred Stock at the dividend rate set forth herein have not been paid, then, unless and until all dividends accrued and unpaid on the Preferred Stock through the payment date for such dividends are declared and paid on each share of Preferred Stock, no dividend shall be declared or paid or set apart for payment upon any Common Stock or any other class or series of the Corporation's authorized capital stock nor shall the Corporation purchase, redeem or otherwise acquire for consideration any shares of such Common Stock or other class or series of the Corporation's authorized capital stock.

(c) Holders of the Preferred Stock shall be entitled to participate in dividends or other distributions (if in cash) declared or paid on or with respect to any other class of stock or equity security of the Corporation, including Common Stock.

3.3 Liquidation Preference with Respect to Preferred Stock. (a) In the event of a Liquidation, the holders of Preferred Stock shall be entitled to receive out of the assets of the Corporation legally available for distribution to its shareholders, prior and in preference to any distribution of any of the assets of the Corporation to the holders of any Common Stock or the holders of any other class or series of the Corporation's authorized capital stock, an amount per share equal to the sum of the Preferred Stock Stated Value plus all accrued and unpaid dividends, if any, to the date of payment, for each share of Preferred Stock then outstanding.

(b) In the event of any Liquidation, after payment shall have been made to the holders of shares of Preferred Stock of the amounts described herein, the holders of shares of Preferred Stock shall be entitled to participate ratably in the distribution of assets of the Corporation to holders of shares of Common Stock or any other class or series of the Corporation's authorized capital stock.

(c) A sale or other distribution of all or substantially all of the assets of the Corporation, or a consolidation or merger involving the Corporation, shall be deemed to be a Liquidation.

3.4 Redemption. (a) The Corporation shall redeem the Preferred Stock in installments beginning ninety (90) days from the last day of the calendar month during which the Preferred Stock is issued, and continuing thereafter no less frequently than quarterly (each "Preferred Stock Redemption Date") until September 30, 2005 (the "Final Redemption Date"), whereupon the remaining Preferred Stock outstanding shall be redeemed. The Corporation shall effect such redemptions on the applicable Preferred Stock Redemption Dates by paying in cash in exchange for the shares of Preferred Stock to be redeemed a sum equal to the Preferred Stock Stated Value per share plus all declared or accrued but unpaid dividends on such shares (the "Preferred Stock Redemption Price"); provided, however, that, at the election of the holders of the Preferred Stock in their sole discretion, any accrued amounts then owed by the holders of the Preferred Stock to the Corporation for purchases of products from the Corporation may be offset by the aggregate Preferred Stock Redemption Price otherwise payable to the holders of the Preferred Stock. Except as provided in Sections 3.6 and 3.7 below, the Corporation shall not be required to redeem a pre-established minimum number of shares of Preferred Stock on any one Preferred Stock Redemption Date. Instead, the number of shares of Preferred Stock the Corporation shall be required to redeem on any one Preferred Stock Redemption Date shall be the number of shares equal to (i) fifteen percent (15%) of the value of purchases made by NSA International, Inc., a Tennessee corporation ("NSAI"), from the Corporation during the period immediately preceding the applicable Preferred Stock Redemption Date, (ii) divided by the Preferred Stock Stated Value. In addition to redemption installments based on the level of accrued purchases made by NSAI, within seventy five (75) days following the end of the Corporation's fiscal year for each year until the Final Redemption Date, the Corporation also shall be required to redeem such number of shares ("Annual Redemption") equal to (i) ten percent (10%) of the Corporation's Net Income After Debt Service for the immediately preceding fiscal year, (ii) divided by the Preferred Stock Stated Value. "Net Income After Debt Service" shall be the amount determined by (x) adding the Corporation's net income (after tax) and all non-cash expenses of the Corporation, (y) subtracting from such sum the aggregate amount of principal payments made by the Corporation on indebtedness owed to third parties (other than any principal payments made by the Corporation to any lender pursuant to a revolving line of credit), and (z) then subtracting the aggregate Preferred Stock Redemption Price of shares of Preferred Stock redeemed by the Corporation during the fiscal year, provided, though, that deduction for redemptions of shares of Preferred Stock shall be made to Net Income After Debt Service only until the calculated Net Income After Debt Service equals two (2) times the amount of the deduction for redemptions. No Annual Redemption shall be required until such time as the Net Income After Debt Service exceeds One Hundred Thousand Dollars (\$100,000.00).

(b) Upon payment of the Preferred Stock Redemption Price by the Corporation with respect to shares of Preferred Stock being redeemed pursuant to this Section 3.4 (whether paid directly to the holders of the redeemed Preferred Stock or offset against any accrued amounts then owed by the holders of the

redeemed Preferred Stock to the Corporation for purchases of products from the Corporation), such shares of Preferred Stock shall no longer be deemed to be outstanding, shall be canceled and shall not be subject to reissuance by the Corporation.

(c) For administrative purposes, subsequent to each redemption made by the Corporation, the holders of Preferred Stock redeemed by the Corporation shall not surrender to the Corporation the certificate or certificates representing such shares, and the Corporation shall dispense with the necessity of issuing new stock certificates representing any unredeemed shares. Rather, appropriate book entries shall be made in the register of shareholders of the Corporation accurately recording for each holder of Preferred Stock such number of shares redeemed by the Corporation and such number of shares then still outstanding. Notwithstanding the provisions of this Section 3.4(c) to the contrary, on or after the Final Redemption Date, each holder of Preferred Stock to be redeemed shall surrender to the Corporation the certificate or certificates representing ownership of shares of Preferred Stock.

(d) From and after each Preferred Stock Redemption Date, unless there shall have been a default in payment of the Preferred Stock Redemption Price (if direct payment was so elected by the holders of the redeemed Preferred Stock), all right of the holders of the shares of Preferred Stock designated for redemption in the Redemption Notice as holders of Preferred Stock (except the right to receive the Preferred Stock Redemption Price) shall cease with respect to such shares, and such shares shall not thereafter be transferred on the books of the Corporation or be deemed to be outstanding for any purpose whatsoever, or be subject to reissuance by the Corporation.

(e) Notwithstanding any provisions of this Section 3.4 to the contrary, the Corporation may redeem, at any given time, all (but no less than all) of the then outstanding shares of Preferred Stock, which redemption otherwise will be effected pursuant of the terms of this Section 3.4.

**3.5 Voting Rights.** The Preferred Stock shall not have any voting rights except as set forth in this Section 3.5 or as may be provided in the Corporation's bylaws or bylaw. So long as shares of Preferred Stock remain outstanding, the Corporation shall not, without the vote or written consent by the holders of at least seventy-five percent (75%) of the then outstanding shares of Preferred Stock:

(i) redeem, purchase or otherwise acquire for value (or pay into or set aside for a sinking fund for such purposes) any share or shares of Common Stock or any other class or series of the Corporation's authorized capital (other than the Preferred Stock);

(ii) authorize or issue, or obligate itself to issue, any other equity security (including any security convertible into or exercisable for any equity security)

senior to or on a parity with the Preferred Stock as to dividend rights, liquidation preferences or redemption rights;

(iii) effect any sale, lease, assignment, transfer or other conveyance of all or substantially all of the assets of the Corporation, or any consolidation or merger involving the Corporation, or any reclassification or other change of any stock, or any recapitalization of the Corporation;

(iv) increase or decrease (other than by redemption) the total number of authorized shares of Preferred Stock;

(v) amend these Amended and Restated Articles of Incorporation if such amendment would change any of the rights, preferences or privileges provided for herein for the benefit of any shares of Preferred Stock.

**3.6 Mandatory Redemption Upon Default.** In the event a lender of the Corporation, pursuant to written notice to the Corporation, declares the Corporation to be in breach or default of the Corporation's obligations to such lender, and such breach or default is not cured by the Corporation in accordance with applicable loan documents or otherwise waived by the lender within thirty (30) days of the lender's notice of default, the Corporation shall immediately provide notice to the holders of the Preferred Stock of such breach or default. Such notice to the holders of the Preferred Stock shall be forwarded by certified mail, postage prepaid, return receipt requested, to the holder of record (at the close of business on the business day next preceding the day upon which notice is given) at the address last shown on the records of the Corporation for such holder, notifying such holder that due to the breach or default, all issued and outstanding shares of the Preferred Stock of the Corporation will be redeemed by the Corporation at the Preferred Stock Redemption Price per share (the "Default Notice"). The Default Notice also shall specify the date, which shall not be more than thirty (30) days, and not less than twenty (20) days, following the date of the Default Notice, at which payment may be obtained and calling upon such holder to surrender to the Corporation, in the manner and at the place designated, his certificate or certificates representing the shares to be redeemed. Notwithstanding any provision of this Section 3.6 to the contrary, holders of the Preferred Stock may elect to retain any and all of their shares of Preferred Stock by providing written notice (via certified mail, postage prepaid, return receipt requested) to the Corporation at its principal place of business in the State of Florida within fifteen (15) days of receipt of the Default Notice from the Corporation (the "Retention Notice"). On the Mandatory Redemption Date, the Corporation shall redeem all issued and outstanding shares of the Preferred Stock, other than those shares subject to and identified in one or more Retention Notice.

**3.7 Mandatory Redemption Upon Change in Control.** In the event of a Change in Control of the Corporation, the Corporation, immediately upon such Change in Control, shall redeem all (and not less than all) of the then outstanding shares of

Preferred Stock at the Preferred Stock Redemption Price per share. "Change in Control" shall mean the acquisition of such number of shares of Common Stock of the Corporation by a person or group of persons acting in concert who are not shareholders of the Corporation on the Effective Date [the preface to these Amended and Restated Articles of Incorporation will provide that these Articles will become effective upon filing with the Florida Secretary of State, which will be designated the "Effective Date"], if the acquisition gives such person or group of persons the power to elect a majority of the Board of Directors of the Corporation or to direct or cause the direction of the management and policies of the Corporation, whether through the ownership of the Common Stock, by contract or otherwise, and regardless if such power is exercised.

3.8 No Reissuance of Preferred Stock. No share or shares of Preferred Stock acquired by the Corporation by reason of redemption, purchase or otherwise shall be reissued, and such shares shall be canceled, retired and eliminated from the shares which the Corporation shall be authorized to issue. Such shares of Preferred Stock so acquired by the Corporation shall not be restored to the status of authorized but unissued shares.

B. Article VI - Preemptive Rights

Article VI of the Articles of Incorporation entitled Pre-Emptive Rights is hereby deleted and repealed in its entirety.

C. These Amendments to the Articles Of Incorporation of Polymers, Inc. were approved by a unanimous vote of the directors at a special meeting called for this purpose.

D. These Amendments to the Articles of Incorporation of Polymers, Inc. were approved by a unanimous vote of the Shareholders at a special meeting called for this purpose.

E. This Amendment shall be effective as of the Date of Acceptance of filing by the Secretary of State of the State of Florida.

Date of Amendment: 12/29/97

Polymers, Inc.

By: J. Rushton Bailey  
J. Rushton Bailey, President

STATE OF FLORIDA  
COUNTY OF SEMINOLE

I **HEREBY CERTIFY** that on this day, before me, an officer duly authorized in the aforesaid State and County, to take acknowledgments, personally appeared **J. Rushton Bailey**, as President of Polymers, Inc., to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same for the uses and purposes therein expressed on behalf of said Corporation.

WITNESS my hand and official seal in the City and State last aforesaid this 29<sup>th</sup> day of December, 1997.

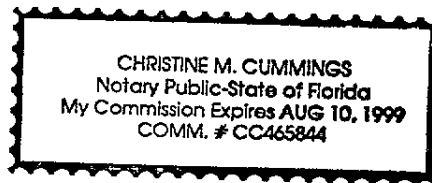
Christine M Cummings

Christine M. Cummings

(print name)

Notary Public - State of Florida

My Commission Expires:



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