

11/5/2020

Division of Corporations

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.

(((H20000385439 3)))



H20000385439ABC1

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 : GUNSTER, YOAKLEY & STEWART, P.A.

Account Number : 076117000420

Phone : (561)650-0728

Fax Number : (561)671-2527

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

Email Address: _____

2020 NOV 6 AM 8:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2020 NOV -6 AM 8:07

FILED

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
POSTCO, INC.**

Certificate of Status	1
Certified Copy	0
Page Count	01
Estimated Charge	\$43.75

PLEASE RETAIN ORIGINAL SUBMISSION DATE OF NOVEMBER 6, 2020. THANK YOU.

Electronic Filing Menu

Corporate Filing Menu

Help

Y SULKER

NOV 12 2020

Lara, Michelle

From: Lara, Michelle
Sent: Friday, November 6, 2020 10:57 AM
To: Stocks, Melanie
Subject: Postco Inc. - FW: FaxFinder Fax Notification: Successfully sent fax to 918506176380
Attachments: fax_outbound_918506176380_20201106_102712_00000316-0000.pdf

—Original Message—

From: wpbfaxfinder@gunster.com [mailto:wpbfaxfinder@gunster.com]
Sent: Friday, November 6, 2020 10:27 AM
To: Lara, Michelle
Subject: FaxFinder Fax Notification: Successfully sent fax to 918506176380

Create Time: 11/06/2020 10:22:26 AM
Schedule Time: 11/06/2020 10:27:12 AM
State: sent
Schedule Message: Successfully sent fax
Hangup code: 0
Try #: 1
Username: LARMIC
Sender name: Lara, Michelle
Sender email: mlara@gunster.com
Sender phone: 54407
Sender fax: (561) 671-2556
Sender org:
Subject:
Max tries: 3
Try interval: 300
Priority: 3
Pages: 5
Recipient fax: 918506176380
Recipient phone:
Recipient name: Division of Corporations Recipient org:
Use cover page: false
Receipt: always
Print receipt: never
Print receipt printer:
Print receipt first page: false
Fax Page Size: auto



November 10, 2020

FLORIDA DEPARTMENT OF STATE
Division of Corporations

POSTCO, INC.
P.O. BOX 398
INDIANTOWN, FL 34956

SUBJECT: POSTCO, INC.
REF: P97000022112

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

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.

Terri J Schroeder
Regulatory Specialist III

FAX Aud. #: H20000385439
Letter Number: 820A00022488

**CERTIFICATE OF AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
POSTCO, INC.**

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the corporation hereinafter named (the "Corporation"), does hereby amend and restate its Articles of Incorporation.

1. The name of the Corporation is: POSTCO, INC.
2. The text of the Amended and Restated Articles of Incorporation of the Corporation is annexed hereto and made a part hereof.

CERTIFICATE

It is hereby certified that:

1. The name under which the original articles of incorporation of the Corporation were filed with the Secretary of State of the State of Florida is: POSTCO, INC.
2. The date of filing of the Corporation's original articles of incorporation was March 12, 1997, to be effective March 5, 1997, and its Document Number is P97000022112.
3. These Amended and Restated Articles of Incorporation (a) amend and restate the provisions of the Articles of Incorporation of the Corporation in their entirety and (b) upon recommendation by the board of directors of the Corporation, were duly adopted by the sole shareholder of the Corporation on November 4, 2020.

Executed as of the 4th day of November, 2020.

POSTCO, INC., a Florida corporation

/s/ Jeffrey S. Leslie

By: _____

Name: Jeffrey S. Leslie

Title: President

FILED
NOV -6 AM 8:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
POSTCO, INC.
(A Florida For Profit Corporation)**

Pursuant to Section 607.1007 and Section 607.1101 of the Florida Business Corporation Act (the "Act"), the Articles of Incorporation of Postco, Inc. are hereby amended and restated in their entirety to read as follows:

**ARTICLE 1
NAME**

The name of the Corporation is Postco, Inc. (the "Corporation").

**ARTICLE 2
DURATION AND EXISTENCE**

The Corporation shall exist perpetually.

**ARTICLE 3
PURPOSE**

The purpose of the Corporation shall be to engage in any lawful act or activity for which corporations may be organized and incorporated under the Act.

**ARTICLE 4
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office address of the Corporation is 111 Golfview Dr., Tequesta, FL 33469, and the mailing address of the Corporation is 111 Golfview Dr., Tequesta, FL 33469.

**ARTICLE 5
CAPITAL STOCK**

The total number of shares of all classes of stock which the Corporation shall have the authority to issue is 10,000 shares of Common Stock, par value \$1.00 per share, and 20,000 shares of Preferred Stock, par value of \$100.00 per share. Fully-paid stock of this Corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the Corporation that have been issued shall be the stated capital of the Corporation at any particular time, to the extent of the par value of such shares, and the excess, if any, of the consideration received for such shares shall constitute capital surplus.

**ARTICLE 6
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Corporation is 111 Golfview Dr., Tequesta, FL 33469, and the name of the initial registered agent of the Corporation at that address is Jeffrey S. Leslie.

**ARTICLE 7
DIRECTORS**

The manner in which the directors are elected or appointed shall be as provided in the Bylaws. The sole director of the Corporation at the time of the filing of these Amended and Restated Articles of Incorporation is:

Jeffrey S. Leslie
111 Golfview Dr.
Tequesta, FL 33469

**ARTICLE 8
OFFICERS**

The manner in which the officers are elected or appointed shall be as provided in the Bylaws. The officers of the Corporation at the time of the filing of these Amended and Restated Articles of Incorporation are:

President:	Jeffrey S. Leslie
Vice President/Treasurer:	Jeffrey S. Leslie
Secretary:	Jeffrey S. Leslie

**ARTICLE 9
INDEMNIFICATION**

Provided the person proposed to be indemnified satisfies the requisite standard of conduct for permissive indemnification by a corporation as set forth in the applicable provisions of the Act (currently Sections 607.0850(1) and (2) of the Florida Statutes), as the same may be amended from time to time, the Corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of such Act (subject to any limitations contained in an agreement entered into by such person and the Corporation), from and against any and all of the expenses or liabilities incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding (collectively, "proceeding") (other than in a proceeding (a) initiated by such person (unless authorized by the Board of Directors of the Corporation), or (b) wherein the Corporation and such person are adverse parties except for proceedings brought derivatively or by any receiver or trustee) or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or other agent.

Expenses (including attorney's fees) incurred by an officer or director in defending any civil, criminal, administrative or investigative proceeding shall be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as authorized in this section. Such expenses (including attorneys' fees) incurred by other employees and agents shall also be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate.

The indemnification and advancement of expenses provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or directors or otherwise, both as to action in his or her official capacity and as to

action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal and other legal representatives of such a person. Except as otherwise provided above, an adjudication of liability shall not affect the right to indemnification for those indemnified.

ARTICLE 10 BYLAWS

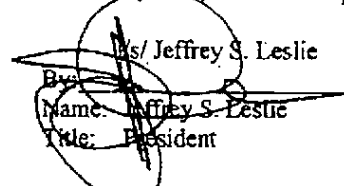
The bylaws may be adopted, altered, amended, or repealed by either the shareholders or the board of directors, but the board of directors may not amend or repeal any bylaws adopted by shareholders if the shareholders specifically provide such bylaws are not subject to amendment or repeal by the directors.

ARTICLE 11 AMENDMENT

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

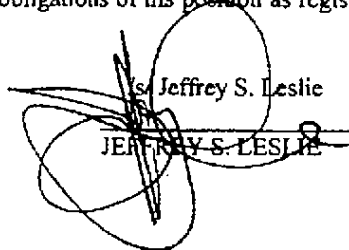
IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been executed as of the 4th day of November, 2020.

POSTCO, INC., a Florida corporation


By: Jeffrey S. Leslie
Name: Jeffrey S. Leslie
Title: President

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept the service of process for the Corporation at the place designated in these Amended and Restated Articles of Incorporation, Jeffrey S. Leslie hereby accepts the appointment as registered agent and agrees to act in this capacity. Jeffrey S. Leslie further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of his position as registered agent as provided for in Chapter 607, F.S.


s/ Jeffrey S. Leslie
JEFFREY S. LESLIE

Dated: November 4, 2020