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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. LEMMEUX

JUL 26 2016

UPCHURCH, BAILEY AND UPCHURCH, P.A.

JOHN D. BAILEY, JR.
FRANK D. UPCHURCH III
DONALD W. WALLIS
SIDNEY F. ANSBACHER
KATHERINE GAERTNER JONES
MICHAEL A. SIRAGUSA
STEPHEN A. FAUSTINI
ALLYSON BOYLES CURRIE
ERIN ROHAN SMITH

ATTORNEYS AT LAW Established 1925

780 North Ponce de Leon Boulevard
St. Augustine, Florida 32084
www.ubulaw.com

Telephone (904) 829-9066
Facsimile (904) 825-4862

Please reply to:
Post Office Drawer 3007
St. Augustine, Florida 32085-3007

OF COUNSEL:

TRACY WILSON UPCHURCH
FRANK D. UPCHURCH, SR.
(1894-1986)
HAMILTON D. UPCHURCH
(1925-2008)
FRANK D. UPCHURCH, JR.
(1922-2012)

July 14, 2016

Department of State
Division of Corporations
Corporate Filings
Post Office Box 6327
Tallahassee, Florida 32314

Re: Brooking Industries Inc.
Our File No. 136112

Dear Sir or Madam:

I enclose herewith the original executed Amended and Restated Articles of Incorporation pertaining to the above corporation for filing with the State of Florida.

Also enclosed is my check payable to the Department of State, Division of Corporations, in the amount of \$35.00 representing the filing fee.

Should you have any questions, please do not hesitate to contact the undersigned.
Thank you in advance for your assistance in this matter.

Very truly yours,



Donald W. Wallis

/gb
Enclosures

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BROOKING INDUSTRIES, INC.**

FILED

2016 JUL 18 P 2:20

These Amended and Restated Articles of Incorporation are duly executed and are being filed in accordance with Sections 607.1007, 607.1001, and 607.1003, Florida Statutes. **DEPT. OF STATE
TALLAHASSEE, FLORIDA**

RECITALS

In accordance with Sections 607.0202, Florida Statutes, the original Articles of Incorporation of Brooking Industries, Inc. (the "Corporation") were submitted to, and filed with, the Florida Department of State on July 11, 1997, pursuant to the predecessor of the current Florida Business Corporation Act, Chapter 607, Florida Statutes (the "Act"). In accordance with the Act, the original Articles of Incorporation were first amended on August 18, 2003, and were amended again on May 11, 2009.

By adopting the following Amended and Restated Articles of Incorporation in accordance with Sections 607.1007, 607.1001, and 607.1003, Florida Statutes, the Corporation is integrating into a single instrument all provisions of its articles of incorporation, as heretofore amended and now in effect, and, at the same time, is further amending its articles of incorporation, as heretofore amended and now in effect:

ARTICLE I - NAME

In accordance with Sections 607.0202(1)(a) and 607.0401, Florida Statutes, the name of the Corporation is **BROOKING INDUSTRIES, INC.**

ARTICLE II - ADDRESS

In accordance with Section 607.0202(1)(b), Florida Statutes, the mailing address and street address of the principal office of the Corporation is 180 Briarberry Road, Ponte Vedra, Florida 32081.

ARTICLE III - CAPITAL STOCK

In accordance with Section 607.0202(1)(c), Florida Statutes, the maximum number of shares of all classes of stock that the Corporation is authorized to issue and to have outstanding at any one time is (i) 100 shares of Voting Common Stock having no par value, and (ii) 10,000 shares of Non-Voting Common Stock having no par value.

At all meetings of stockholders, the holders of the Voting Common Stock are entitled to one vote for each share of Voting Common Stock held, provided, however, that, except as otherwise required by law, holders of Voting Common Stock, as such, shall not be entitled to vote on any amendment to the Articles of Incorporation that relates solely to the terms of the class of Non-Voting Common Stock if the holders of such affected class are entitled, either separately or together with the holders of one or more other classes, to vote thereon pursuant to the Articles of

Incorporation or pursuant to the Act. Except as otherwise provided by law, the holders of the Non-Voting Common Stock shall not be entitled to any vote with respect to such stock on any matters whatsoever.

ARTICLE IV – NUMBER OF DIRECTORS

As allowed by Section 607.0803, Florida Statutes, the number of members of the board of directors of the Corporation shall be three (3), but this number may be increased or decreased, from time to time, without further amending the articles of incorporation of the Corporation, by the action of the holders of a simple majority of the outstanding shares of the Voting Common Stock of the Corporation.

ARTICLE V – DIRECTORS

As allowed by Section 607.0202(2)(a), Florida Statutes, the names and addresses of the directors are:

Kathleen T. Brooking
180 Briarberry Road
Ponte Vedra, FL 32081

Edward Spencer Brooking
180 Briarberry Road
Ponte Vedra, FL 32081

Richard K. Brooking
180 Briarberry Road
Ponte Vedra, FL 32081

ARTICLE VI – NATURE OF BUSINESS

In accordance with Section 607.0202(2)(b)(1), Florida Statutes, the general nature of the business to be transacted by the Corporation is to engage in any activity or business permitted under the laws of the United States, and under the laws of the State of Florida, including, but not limited to, the sale of insurance contracts.

ARTICLE VII – SHAREHOLDER ACTION WITHOUT A MEETING

As allowed by Section 607.0704(1), Florida Statutes, the holders of the Voting Common Stock of the Corporation may take action without a meeting, without prior notice, and without a vote if the action is taken by shareholders who possess not less than the minimum number of votes that would be necessary to authorize or take such actions at a meeting at which all shares entitled to vote thereon are present and voted.

ARTICLE VIII – DIRECTOR ACTION WITHOUT A MEETING

As allowed by Section 607.0821(1), Florida Statutes, the board of directors of the Corporation may take unanimous action without a meeting, without prior notice, and without a vote if such action is evidenced by one or more written consents describing the action taken and signed by all directors.

ARTICLE IX – REGISTERED OFFICE AND AGENT

In accordance with Section 607.0202(1)(e), Florida Statutes, the name and Florida street address of the registered agent are:

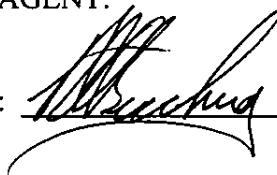
Richard K. Brooking
180 Briarberry Road
Ponte Vedra, FL 32081

In accordance with Section 607.0501(3), Florida Statutes, the above named Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Dated: July 13, 2016

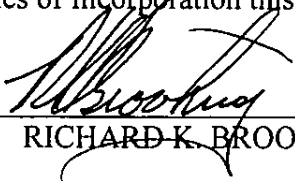
Registered Agent Signature: _____



Inasmuch as this Restatement contains one or more amendments to the articles that require shareholder approval, and in accordance with Sections 607.1007(4)(b) and 607.1006(6), Florida Statutes, this Restatement hereby sets forth this statement that the number of votes cast by the shareholders for each and every one of those amendments was sufficient for approval.

In accordance with Section 607.1007(5), Florida Statutes, these Amended and Restated Articles of Incorporation supersede the original articles of incorporation and all previous amendments to them.

IN WITNESS WHEREOF, and in accordance with Section 607.0120(6)(a), Florida Statutes, the undersigned President of the Corporation has executed these Amended and Restated Articles of Incorporation this 13 day of July, 2016.



RICHARD K. BROOKING