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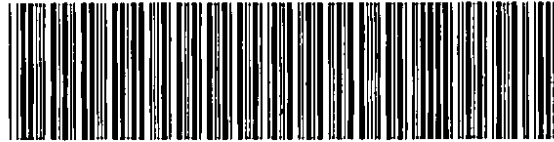
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JAN 12 2021

Restated
Articles

COVER LETTER

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

SUBJECT: Logan Acquisitions Corporation

CORPORATE NAME

Enclosed are an original and one (1) copy of the restated articles of incorporation and a check for:

☒ \$35.00 ☐ \$43.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$43.75 ☐ \$52.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status

ADDITIONAL COPY REQUIRED

FROM: Richard H. Critchfield

Name (Printed or typed)

1001 East Atlantic Avenue, Suite 201

Address

Delray Beach, Florida 33483

City, State & Zip

561-279-0322

Daytime Telephone number

rhc7744@aol.com

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

NOTE: Please provide the original and one copy of the document.

**RESTATED ARTICLES OF INCORPORATION
OF
LOGAN ACQUISITIONS CORPORATION**

Pursuant to the provisions of Section 607.1007, Florida Statutes, the undersigned corporation hereby restates its Articles of Incorporation, filed in the Department of State of the State of Florida on November 7, 1997 to read as follows:

**ARTICLE I
NAME**

The name of this corporation is "**LOGAN ACQUISITIONS CORPORATION**", a Florida corporation, hereinafter referred to as the "Corporation".

The principal place of business of the Corporation is 1001 East Atlantic Avenue, Suite 202, Delray Beach, Florida 33483.

**ARTICLE II
NATURE OF BUSINESS**

The nature of the business to be conducted and promoted by the Corporation is to engage solely in the following activities:

1. To purchase, receive, lease, or otherwise acquire, and own, hold, improve, use, sell, assign, transfer, manage, operate, mortgage, pledge and otherwise deal with real or personal property or any legal or equitable interest in property wherever located, and, in addition thereto, to transact any other lawful business.

2. To exercise all powers enumerated in the Florida Business Corporation Act necessary or convenient to the conduct, promotion or attainment of the business or purposes otherwise set forth herein.

**ARTICLE III
POWERS**

The Corporation shall have the following powers:

1. All of the common law and statutory powers of a corporation under the laws of the State of Florida.

2. To administer, enforce, carry out and perform all of the acts, functions, rights and duties of the Corporation, including, but not limited to, the following:

A. To own, purchase, convey, sell, mortgage, administer, manage, operate, maintain, improve, and repair real or personal property.

B. To grant, modify and terminate easements, and to dedicate portions of the real property owned by the Corporation to any public or quasi-public agency, authority or utility company for road rights-of-way, ingress and egress, public utility, drainage and irrigation purposes.

C. To borrow money for the purposes of carrying out the powers and duties of the Corporation.

D. To obtain insurance to protect the Corporation against loss, and to pay taxes assessed against the real property owned by the Corporation and/or the responsibility of the Corporation.

E. To employ personnel necessary to perform the obligations and duties required of or performed by the Corporation, and for which the Corporation is responsible, or to contract with others for the performance of such obligations and/or duties. Without limitation, the Corporation is specifically authorized to enter into a management agreement with a management company, including a management company affiliated with the Corporation, pursuant to which such management company will manage, maintain and operate the real property owned by the Corporation, will submit budgets to the Corporation for approval by the Board of Directors of the Corporation, and will perform such other duties as may be agreed to from time to time, and in connection therewith, to pay the management company a reasonable fee for such services.

ARTICLE IV **CAPITAL STOCK**

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock having \$1 par value per share.

ARTICLE V **ADDRESS**

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

ARTICLE VI **BOARD OF DIRECTORS**

1. Number. The affairs of the Corporation will be managed by the Board of Directors of the Corporation (the "Board"). The number of Directors on the Board shall be determined pursuant to the By-Laws and in any event shall always be an odd number. In the absence of a determination

of a different number of Directors, the Board shall consist of three (3) Board Members.

2. Election or Appointment. All Directors elected or appointed shall be elected or appointed in the manner provided by the By-Laws of the Corporation.

ARTICLE VII **INDEMNIFICATION**

1. Indemnification. Every director and officer of the Corporation shall be indemnified by the Corporation to the fullest extent permitted or authorized by current or future legislation or judicial or administrative decisions (but, in the case of any such future legislation or decisions, only to the extent that it permits the Corporation to provide broader indemnification rights than permitted prior to such legislation or decisions) against all expenses and liabilities, including attorneys' fees, reasonably incurred by, or imposed upon him in connection with any threatened, pending or completed civil, criminal, administrative or investigative proceeding (the "Proceeding") to which he may be a party, or in which he may become involved as a witness, by reason of his being or having been a director or officer of the Corporation, whether or not he is a director or officer at the time such expenses are incurred, except in such cases where the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, indemnification shall apply only when the Board approves such settlement and reimbursement as being in the best interests of the Corporation. The foregoing right of indemnification shall be in addition to, and not exclusive of, any other right of indemnification to which a director or officer may be entitled. The Corporation is specifically authorized to purchase insurance for such indemnification. Each director or officer of the Corporation to whom indemnification rights under this Article VIII have been granted shall be referred to as an "Indemnified Person".

Notwithstanding the foregoing, the Corporation shall indemnify an Indemnified Person in connection with a Proceeding (or part thereof) initiated by such Indemnified Person only if authorization for such Proceeding (or part thereof) was not denied by the Board prior to sixty (60) days after receipt of notice thereof from such person.

2. Advance of Costs, Charges and Expenses. Costs, charges and expenses (including attorneys' fees) incurred by an Indemnified Person in defending a Proceeding shall be paid by the Corporation to the fullest extent permitted or authorized by current or future legislation or current or future judicial or administrative decisions (but, in the case of any such future legislation or decisions only to the extent that it permits the Corporation to provide broader rights to advance costs, charges and expenses than permitted prior to such legislation or decisions) in advance of the final disposition of such Proceeding, upon receipt of an undertaking by or on behalf of the Indemnified Person to repay all amounts so advanced in the event that it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation as authorized in this Article and upon such other terms and conditions as the Board may deem appropriate. The Corporation may, upon approval of the Indemnified Person, authorize the Corporation's counsel to represent such person in any Proceeding, whether or not the Corporation is a party to such

Proceeding. Such authorization may be made by the Board, including directors who are parties to such Proceeding.

3. Procedure For Indemnification. Any indemnification or advance under this Article shall be made promptly and in any event within sixty (60) days, upon the written request of the Indemnified Person. The right to indemnification or advances as granted by this Article shall be enforceable by the Indemnified Person in any court of competent jurisdiction, if the Corporation denies such request under this Article, in whole or in part, or if no disposition thereof is made within sixty (60) days. Such Indemnified Person's costs and expenses incurred in connection with successfully establishing his right to indemnification, in whole or in part, in any subsection shall also be indemnified by the Corporation. It shall be a defense to any such action that the claimant has not met the standard of conduct, if any, required by current or future legislation or by current or future judicial or administrative decisions for indemnification (but, in the case of any such future legislation or decisions, only to the extent that it does not impose a more stringent standard of conduct than permitted prior to such legislation or decisions), but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including the Board or any committee thereof or its independent legal counsel) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he has met the applicable standard of conduct, if any, nor the fact that there has been an actual determination by the Corporation (including the Board or any committee thereof or its independent legal counsel) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

4. Survival of Indemnification. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any agreement, vote of disinterested directors or recommendation of counsel or otherwise, both as to actions in such person's official capacity and as to actions in another capacity while holding such office, and shall continue as to an Indemnified Person who has ceased to be a director and/or officer and shall inure to the benefit of the heirs, executors and administrators of such a person. All rights to indemnification under this Article shall be deemed to be a contract between the Corporation and each Indemnified Person who serves or served in such capacity at any time while this Article is in effect. Any repeal or modification of this Article or any repeal or modification of relevant provisions of the Florida Business Corporation Act or any other applicable laws shall not in any way diminish any rights to indemnification of such Indemnified Person, or the obligations of the Corporation arising hereunder, for claims relating to matters occurring prior to such repeal or modification.

5. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who 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 enterprise (including serving as a fiduciary of an employee benefit plan), against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such

liability under the provisions of this Article VIII or of the applicable provisions of the Florida Business Corporation Act.

6. Savings Clause. If this Article or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify each Indemnified Person as to costs, charges and expenses (including attorneys' fees, judgments, fines and amounts paid in settlement with respect to any Proceeding, including an action by or in the right of the Corporation, to the full extent permitted by any applicable portion of this Article that shall not have been invalidated and as permitted by applicable law.

ARTICLE VIII

AMENDMENTS TO ARTICLES

Amendments to these Articles shall be proposed and adopted in the following manner:

1. Notice. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

2. Adoption. A resolution for the adoption of a proposed amendment to the Articles may be proposed by either the Board or by any stockholder of the Corporation having not less than ten percent (10%) of all of the votes which may be cast by all of the stockholders of the Corporation. Directors and stockholders not present in person or by proxy at a meeting considering an amendment may express their approval or disapproval in writing, provided the approval is delivered to the Secretary of the Corporation within ten (10) days after the meeting at which the amendment is considered. Approval of an amendment to the Articles must be by either:

A. Not less than a majority of the entire Board, and not less than seventy-five (75%) percent of all of the votes which may be cast by all of the stockholders; or

B. The unanimous consent of the entire Board.

The unanimous consent of the entire Board is required for the Corporation to:

a. File or consent to the filing of any bankruptcy, insolvency or reorganization case or proceeding; institute any proceedings under any applicable insolvency law or otherwise seek any relief under any laws relating to the relief from debts or the protection of debtors generally;

b. Seek or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator, custodian or any similar official for the Corporation or any substantial portion of its properties;

c. Make any assignment for the benefit of the Corporation's creditors; or

- d. Take any action in furtherance of any of the foregoing.

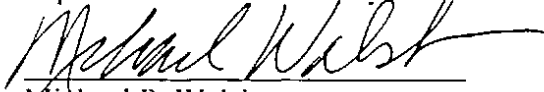
ARTICLE IX
TERM

This Corporation shall have perpetual existence.

ARTICLE X
CONSOLIDATION

The foregoing Restated Articles of Incorporation consolidate all amendments to the articles of incorporation of the Corporation into a single document.

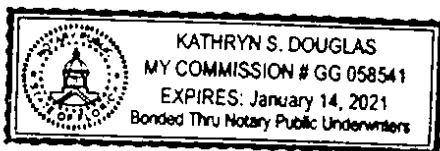
WHEREFORE, the undersigned person, after having obtained the prior written approval of the sole stockholder of the Corporation at a meeting of the sole stockholder held on November 18, 2020, on which date the sole stockholder adopted the foregoing articles, has hereunder affixed his signature to these Restated Articles of Incorporation on this 18th day of November, 2020.

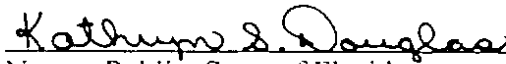


Michael P. Walsh
President

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me by means of [☒] physical presence or [☐] online notarization, this 24th day of November, 2020, by Michael P. Walsh, who executed the foregoing Restated Articles of Incorporation of Logan Acquisitions Corporation, a Florida corporation, and he acknowledged to and before me that he did so voluntarily and for the purposes set forth herein, and he is personally known to me.





Notary Public, State of Florida
Name: _____
Commission No.: _____
My Commission Expires: _____