

Apr. 28. 2015 4:33AM

No. 0988

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.

(((H15000104087 3)))



H150001040873ABC

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2015 APR 28 AM 9:51

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 : ROGERS, TOWERS, BAILEY, ET AL  
Account Number : 076666002273  
Phone : (904) 398-3911  
Fax Number : (904) 396-0663

Amended  
Restated  
⑩ 4.29.15

\*\*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  
THE STELLAR COMPANIES, INC.

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$35.00

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

15 APR 28 PM 4:55

RECEIVED

Apr. 28. 2015 4:33PM

No. 0088 P. 2  
H15000104087

**CERTIFICATE OF AMENDED AND RESTATED ARTICLES  
OF INCORPORATION OF  
THE STELLAR COMPANIES, INC.**

The undersigned, on behalf of THE STELLAR COMPANIES, INC., a Florida corporation (the "Corporation"), does hereby certify to the Secretary of State of the State of Florida:

1. The name of the corporation whose Articles of Incorporation are being amended and restated pursuant to Section 607.1003, Florida Statutes, is: THE STELLAR COMPANIES, INC.
2. The Articles of Incorporation of the Corporation are hereby amended and restated in their entirety in the form attached hereto as Exhibit A (the "Restated Articles").
3. The Restated Articles contain amendments to the Articles of Incorporation of the Corporation requiring shareholder approval. The Shareholders of the Corporation, by a number of votes cast sufficient for approval, adopted and approved the proposed amendments by written consent dated April 28, 2015 and executed in accordance with Section 607.0704, Florida Statutes.
4. The effective date of the Restated Articles shall be 12:01 a.m. on April 29, 2015.

IN WITNESS WHEREOF, the undersigned officer of the Corporation has caused this certificate to be executed on behalf of the Corporation this 28<sup>th</sup> day of April, 2015.

**THE STELLAR COMPANIES, INC.**

By: [Signature]  
Name: Ronald A. Foster, Jr.  
Title: CEO

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2015 APR 28 AM 9:51

H15000104087

Apr. 28. 2015 4:33PM

No. 0088

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2015 APR 28 AM 9:51  
H15000104087

Exhibit A

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF  
THE STELLAR COMPANIES, INC.**

(Effective April 29, 2015)

Pursuant to the Florida Business Corporation Act, Chapter 607, Florida Statutes, the following is submitted:

FIRST: The name of this corporation is:

**THE STELLAR COMPANIES, INC.**

SECOND: The Corporation is organized for the purpose of engaging in any and all lawful business for which a corporation may be organized under the laws of the State of Florida, including, but not limited to the following purposes, providing management services, administrative services, and financial services to the design, engineering and construction industry. The Corporation shall have all of the general powers vested in corporations under the Florida Business Corporation Act.

THIRD: The maximum number of shares that this Corporation is authorized to have outstanding at any one time is One Million (1,000,000) shares of Class A common stock having a par value of One Dollar (\$1.00) per share and One Million (1,000,000) shares of Class B common stock having a par value of one Dollar (\$1.00) per share. The Class A common stock and the Class B common stock shall, in all respects, have the same rights, privileges, and powers except as follows:

Voting: The holders of Class B common stock shall have no voting power for any purpose whatsoever and the holders of Class A common stock shall, to the exclusion of the holders of Class B common stock, have full voting power for all purposes.

Convertability of Class B Shares: Upon the approval (by written action or at a meeting) of the holders of a majority of the outstanding shares of Class A common stock, all or any portion of the Class B common stock held by a particular Class B shareholder shall be converted into shares of Class A common stock at a one-for-one ratio (that is, the number of shares of Class B common stock approved for conversion by the holders of Class A common stock shall be converted into an equivalent number of shares of Class A common stock). No holder of Class B common stock shall have any right to compel the conversion of all or any portion of his or her shares into Class A common stock, such power of conversion being retained solely by the holders of a majority of the outstanding shares of Class A common stock in their absolute discretion.

In order to effect the conversion of shares of Class B common stock, the Secretary or any Assistant Secretary of the Corporation shall provide to the holder of Class B shares subject to such conversion a written notice setting forth the number of shares of Class B common stock which have been approved for conversion into shares of Class A common stock. Whereupon, the holder of Class B common stock receiving such notice shall surrender to the Corporation the certificate or certificates for the shares of Class B common stock to be converted, accompanied by such instruments of surrender as called for in the notice of conversion. As promptly as practicable after the surrender of such certificate or certificates, the Corporation shall reflect the conversion of shares in the official stock records of the Corporation and shall issue and deliver to such holder a certificate or certificates for the number of shares of Class A common stock and Class B common stock then owned by such holder. Any conversion of shares provided for herein

shall be deemed to have been effected at the close of business on the date on which such certificate or certificates for shares of Class B common stock shall have been surrendered to the Corporation.

Convertability of Class A Shares: Upon the approval (by written action or at a meeting) of the Board of Directors of the Corporation and the owner and holder of the affected Class A common stock, all or any portion of the Class A common stock held by a particular Class A shareholder shall be converted into shares of Class B common stock at a one for one ratio (that is, the number of shares of Class A common stock approved for conversion by the Board of Directors and by the affected Class A shareholder shall be converted into an equivalent number of shares of Class B common stock). No holder of Class A common stock shall have any right to compel the conversion of all or any portion of his or her shares into Class B common stock. Further, the Corporation shall not have any right to compel the conversion of all or any portion of any shares of Class A common stock into Class B common stock.

In order to effect the conversion of shares of Class A common stock to Class B common stock, an owner and holder of Class A common stock shall request the Corporation, in a writing directed to the Secretary or the Assistant Secretary of the Corporation, to convert all or a portion of his or her stock from Class A common stock to Class B common stock. The Secretary of the Corporation shall present the request to the Board of Directors for its consideration. If the request is denied, the Secretary or Assistant Secretary of the Corporation will so advise the requesting shareholder in writing. If the request is approved, the Secretary or Assistant Secretary will provide to the holder of the Class A shares subject to such conversion a written notice setting forth a

number of shares of Class A common stock which have been approved for conversion into shares of Class B common stock. Whereupon, the holder of Class A common stock receiving such notice shall surrender to the Corporation the certificate or certificates for the shares of Class A common stock to be converted, accompanied by such instruments of surrender as called for in the notice of conversion. As promptly as practicable after the surrender of such certificate or certificates, the Corporation shall reflect the conversion of shares in the official stock records of the Corporation and shall issue and deliver to such holder a certificate or certificates for the number of shares of Class A common stock and Class B common stock then owned by such holder. Any conversion of shares provided for herein shall be deemed to be effected at the close of business on the date on which such certificate or certificates for shares of Class A common stock shall have been surrendered to the Corporation.

FOURTH: This Corporation is to have perpetual existence.

FIFTH: The street address of the principal office and mailing address of the Corporation will be at 2900 Hartley Road, Jacksonville, Florida 32257.

SIXTH: The number of its directors shall not be less than one (1) but may be such greater number as may be elected by the shareholders from time to time.

SEVENTH: The name and address of the sole incorporator of this Corporation is Michael A. Wodrich, 1301 Riverplace Boulevard, Suite 1500, Jacksonville, Florida 32257.

EIGHTH: The street address of the registered office of this Corporation is 1201 Hays Street, Tallahassee, Florida 32301-2525, and the name of the registered agent of this Corporation at that address is Corporation Services Company.

Apr. 28. 2015 4:35PM

No. 0088 H15000104087

NINTH: The Corporation may enter into agreements with shareholders restricting the pledging or transfer of shares of the Corporation's stock.

IN WITNESS WHEREOF, the undersigned officer of the Corporation has caused these Amended and Restated Articles of Incorporation to be executed on behalf of the Corporation this 28<sup>th</sup> day of April, 2015.

THE STELLAR COMPANIES, INC.

By: [Signature]  
Name: Ronald H. Foster, Jr.  
Title: CEO