

P98000075934

## Florida Department of State

Division of Corporations

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Phone : (727) 441-8966  
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ATTN: THELMA LEWIS

## BASIC AMENDMENT

D &amp; H PUBS INC.

Certificate of Status	1
Certified Copy	0
Page Count	08 / 10
Estimated Charge	\$43.75

FILED  
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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

November 6, 2000

D & H PUBS INC.  
126 ISLAND WY  
CLEARWATER, FL 33767

SUBJECT: D & H PUBS INC.  
REF: P98000075934

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

Please add the date in the Action of Board of Directors Meeting.

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) 487-6985.

Thelma Lewis  
Corporate Specialist Supervisor

FAX And. #: H00000057998  
Letter Number: 700A00057388



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

November 3, 2000

D & H PUBS INC.  
126 ISLAND WY  
CLEARWATER, FL 33767

SUBJECT: D & H PUBS INC.  
REF: P98000075934

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

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

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) 487-6905.

Thelma Lewis  
Corporate Specialist Supervisor

FAX Aud. #: H00000057998  
Letter Number: 100A00057307

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

**ACTION OF BOARD OF DIRECTORS OF  
D & H PUBS. INC.  
TAKEN BY UNANIMOUS WRITTEN CONSENT  
IN LIEU OF MEETING**

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00 NOV -7 PM 12:59  
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TALLAHASSEE, FLORIDA

Pursuant to Section 607.0821, Florida Statutes, the undersigned, being all the directors named in the Articles of Incorporation of D & H PUBS. INC., a Florida corporation, hereby consent to and approve the following resolutions, which action shall have the same force and effect as if taken at a meeting of the Board of Directors of said corporation duly called and held:

RESOLVED, that the Amended and Restated Articles of Incorporation of the corporation filed in the office of the Secretary of State of Florida and effective November 13 2000, a copy of which is attached hereto together with the certificate of the Secretary of State of Florida dated November 13 2000, indicating that said Articles have been filed and the fees incident to the lawful restatement of the corporation have been paid, shall be and hereby are accepted and approved for the corporation. This restatement was adopted by the Board of Directors and does not contain any amendment requiring shareholder approval.

FURTHER RESOLVED, that the form of seal, an impression of which is hereto affixed, be hereby adopted as the official seal of the corporation.

FURTHER RESOLVED, that the form of stock certificate attached hereto and incorporated herein by this reference be hereby adopted as the form of certificate to represent the shares of common stock of the corporation.

FURTHER RESOLVED, that the By-laws attached hereto and incorporated herein by this reference be adopted as the By-laws of the corporation for the regulation and management of its affairs.

FURTHER RESOLVED, that the following named persons are hereby declared elected as the directors of the corporation set forth opposite their name to serve as such pursuant to the By-laws:

F. Robert Holland

Director

FURTHER RESOLVED, that the following named persons are hereby declared elected to the offices of the corporation set forth opposite their name to serve as such officer pursuant to the By-laws:

F. Robert Holland

President/Secretary

FURTHER RESOLVED, that the President of the corporation be hereby authorized to issue 100 shares to F. Robert Holland, and to issue a certificate representing said shares to said subscriber.

Said certificates representing shares shall bear the following legend:

"These securities have not been registered under the Securities Act of 1933 or the Florida Securities Act. They may not be sold or offered for sale in the absence of an effective registration statement as to the shares under both Acts, or an opinion of counsel satisfactory to the corporation that such action is not required."

FURTHER RESOLVED, that the corporation establish a bank account with \_\_\_\_\_, located in \_\_\_\_\_, and that the bank resolutions in the form attached hereto be hereby adopted as resolutions of this Board of Directors.

FURTHER RESOLVED, that the proper officers of this corporation be and they are hereby authorized and directed on behalf of the corporation and under its corporate seal, or otherwise, to appoint and substitute all necessary agents or attorneys for service of process, to designate and change the location of all necessary statutory offices and to make and file all necessary certificates, reports, powers of attorney and other instruments required by law to be filed in any state, territory or country in order to authorize the corporation to transact or to cease to transact business therein.

FURTHER RESOLVED, that the proper officers of the corporation are hereby authorized to take any and all action necessary to comply with the requirements of the Internal Revenue Service for making an election pursuant to Sub Chapter S of the Internal Revenue Code, Sec. 1362.

FURTHER RESOLVED, that the Treasurer be and is hereby authorized to pay all fees and expenses incident to and necessary for the organization of the corporation.

FURTHER RESOLVED, that this written consent to such action be filed with the minutes of the proceedings of the Board of Directors of the corporation.

1 WITNESS the consent of the Directors of D & H PUBS. INC. effective as of November 2000.

DIRECTORS

  
F. ROBERT HOLLAND

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
D & H PUBS INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. These Amended and Restated Articles of Incorporation are executed pursuant to the provisions of Section 607.1007 of the Florida Corporation Act, as amended, such Amended and Restated Articles of Incorporation to be effective November \_\_1, 2000.

2. These Amended and Restated Articles of Incorporation were duly adopted by the member(s) of the Corporation on November 1, 2000. The number of votes cast for the amendment was sufficient for approval.

3. The following Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation, as amended, in their entirety and shall be the Articles of Incorporation of the Corporation.

**ARTICLE I**

**NAME AND ADDRESS OF BUSINESS**

The name of this corporation is D & H PUBS INC., and the address of this corporation is 126 Island Way, Clearwater, Florida 33767.

**ARTICLE II**

**COMMENCEMENT OF CORPORATE EXISTENCE**

The Corporation's existence shall commence on the date of filing of these Amended and Restated Articles of Incorporation.

**ARTICLE III**

**BUSINESS AND POWERS**

A. The general nature of the business or businesses to be transacted by the Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

J. Matthew Marquardt  
P.O. Box 1669  
Clearwater, FL 33757  
Fla Bar #981982

(727) 441-8966 1

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B. The Corporation shall have power to do everything necessary, proper, advisable or convenient for the accomplishment of the purposes hereinbefore set forth, and to do all other things incidental thereto or connected therewith, which are not prohibited by statute or by these Articles of Incorporation.

#### ARTICLE IV

##### AUTHORIZED SHARES

The maximum number of shares of stock authorized to be issued by the Corporation is 1,000 shares of capital stock, all of which shares shall be common shares of the par value of \$.01 per share and each of which shall have the same rights and privileges. Each of the common shares shall entitle the holder thereof to one vote at any shareholders' meeting and otherwise to participate in all such meetings and in the assets of the Corporation. They shall be issued for such consideration as may be determined from time to time by the Board of Directors, provided that such consideration shall have a value at least equal to the full par value of such shares. The shares may be paid for in lawful money of the United States of America, or in property, labor or service or any other legal form of consideration.

#### ARTICLE V

##### REGISTERED OFFICE

The street address of the registered office of the Corporation is 625 Court Street, Suite 200, Clearwater, FL 33756, and the name of the registered agent at that address is J. Matthew Marquardt, Esq.

#### ARTICLE VI

##### BOARD OF DIRECTORS

A. Board of Directors. The name and address of the director of the Corporation is:

F. Robert Holland  
9495 Blind Pass Road, #1203  
St. Petersburg Beach, Florida 33706

B. Number and Term. The Board of Directors shall be composed of no less than one (1) member who shall be elected at the annual meeting of shareholders to be held at the time and place prescribed in the By-Laws. The exact number of directors may be fixed by the By-Laws or by the shareholders. Directors need not be shareholders of the Corporation. They shall hold office after their election for a period of one year or until their successors are duly elected and qualified, subject to their resignation or their removal by the shareholders at any time with or without cause. The

J. Matthew Marquardt  
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initial members of the Board of Directors, as named in this Article, shall hold office for the first year of existence of the Corporation or until their respective successors are duly elected and qualified.

C. Powers and Duties. Included among the powers and duties of the Board of Directors are the following:

- (1) electing the officers of the Corporation;
- (2) exercising complete charge of the business of the Corporation, including electing committees of the Board and delegating to them, as well as to the officers of the Corporation, such powers in the conduct of the Corporation's business as may be deemed advisable;
- (3) determining the compensation of the officers, including those who may also be directors; and
- (4) specifying the conditions upon which certificates representing shares of the Corporation shall be issued, and replacing lost or destroyed certificates by a new issue.

## ARTICLE VII

### OFFICERS

A. Officers of the Corporation shall consist of a President, Secretary and Treasurer, as well as such other officers as the Board of Directors may deem advisable.

B. Officers need not be shareholders of the Corporation.

C. All officers shall have rank, tenure of office, powers and duties as may be prescribed by the By-Laws or the Directors by appropriate resolution.

## ARTICLE VIII

### INDEMNIFICATION

A. Right to Indemnification. Except as limited by paragraph B hereinbelow, the Corporation shall indemnify to the fullest extent authorized by the Florida Business Corporation Act Section 607.0850, Florida Statutes (1993) or as such law may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than such law permitted the Corporation to provide prior to such amendment), each director and officer of the Corporation who is or was a party to any proceeding by reason of the fact that he is or was a director or officer of the Corporation or was serving at the request of the Corporation as a director or officer of another corporation or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof. For purposes

J. Matthew Marquardt  
P.O. Box 1669  
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of this Article, the term "proceeding" includes any threatened, pending, or completed action, suit, or other type of proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal and the term "liability" includes obligations to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to any employee benefit plan), and expenses actually and reasonably incurred with respect to a proceeding. The right to indemnification conferred in this Article shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if he is ultimately found not to be entitled to indemnification by the Corporation. Indemnification and advancement of expenses as provided for in this Article shall continue to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such person.

B. Exceptions. Indemnification or advancement of expenses shall not be made to or on behalf of any director or officer if a judgment or other final adjudication establishes that his action, or omissions to act, were material to the cause of action so adjudicated and constitute:

(1) A violation of criminal law, unless the director or officer had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;

(2) A transaction from which the director or officer derived an improper benefit;

(3) In the case of a director, a circumstance under which Section 607.0834, Florida Statutes, (1993) would subject a director to liability; or

(4) Willful misconduct or a conscious disregard for the best interests of the Corporation in a proceeding by or in the right of the Corporation to procure a judgment in its favor or in a proceeding by or in the right of a shareholder.

C. Insurance. The Corporation may purchase and maintain insurance, at its expense, to protect itself and any director and officer of the Corporation or other enterprise against any liability, whether or not the Corporation would have the power to indemnify such person against such liability under the Florida Business Corporation Act.

D. Limitation of Director's Liability. A director of the Corporation shall not be personally liable for monetary damages to the Corporation or any other person (including a shareholder of the Corporation) for any statement, vote, decision, or failure to act, regarding corporate management or policy, by a director, unless:

(1) The director breached or failed to perform his duties as a director; and

(2) The director's breach of, or failure to perform, those duties' constitutes:

(i) A violation of the criminal law, unless the director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful. A judgment or other final adjudication against a director in any criminal proceeding for a violation of the criminal law estops that director from contesting the fact that his breach, or failure to perform, constitutes a violation of the criminal law; but does not estop the director from establishing that he had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful;

(ii) A transaction from which the director derived an improper personal benefit;

(iii) A circumstance under which Section 607.0834, Florida Statutes (1993) would subject the director to liability;

(iv) In a proceeding by or in the right of the Corporation to procure a judgment in its favor or by or in the right of a shareholder, conscious disregard for the best interest of the Corporation, or willful misconduct; or

(v) In a proceeding by or in the right of someone other than the Corporation or a shareholder, recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.

## ARTICLE IX

### MISCELLANEOUS

#### A. Other Offices, Agencies and Branches.

The Corporation may have other offices, agencies and branches at such places either within or without the State of Florida as may be determined by the Board of Directors.

#### B. Location of Shareholders and Directors Meetings.

Meetings of the shareholders and directors of the Corporation may be held at places within or without the State of Florida, and the place or places for the holding of such meetings may be specified in the By-Laws or by the Board of Directors.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 15<sup>th</sup> day of NOVEMBER, 2000.

  
F. ROBERT HOLLAND, President

J. Matthew Marquardt  
P.O. Box 1669  
Clearwater, FL 33757  
Fla Bar #981982

MACFARLANE FERGUSON

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, having been designated as Registered Agent of D & H PUBS. INC., in its Articles of Incorporation, hereby accepts such designation and agrees to comply with the provisions of F.S. §48.091, relative to keeping the corporation's registered office open.

  
J. MATTHEW MARQUARDT, ESQ.  
Registered Agent

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J. Matthew Marquardt  
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(727) 441-8966 6

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