

P98000086337

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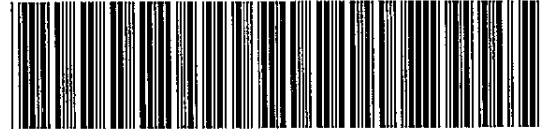
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Amended &
Restated

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TALLAHASSEE, FLORIDA

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STATE
CORPORATIONS
TALLAHASSEE, FLORIDA

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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 797598 7445280
AUTHORIZATION : *Patricia Pigott*
COST LIMIT : \$ 43.75

ORDER DATE : July 9, 2004
ORDER TIME : 11:55 AM
ORDER NO. : 797598-005
CUSTOMER NO: 7445280
CUSTOMER: Mr. Michael Hoover
Florida Hydro, Inc.
171 Comfort Road
Palatka, FL 32177

DOMESTIC AMENDMENT FILING

NAME: FLORIDA HYDRO, INC.

EFFECTIVE DATE:

____ ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea -- EXT# 2914

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

July 9, 2004

CSC
Atten: Sara Lea
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: FLORIDA HYDRO, INC.
Ref. Number: P98000086337

We have received your document for FLORIDA HYDRO, INC. and the authorization to debit your account in the amount of \$43.75. However, the document has not been filed and is being returned for the following:

The date of adoption of each amendment must be included in the document.

The name and title of the person signing the document must be noted beneath or opposite the signature.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey
Document Specialist

Letter Number: 604A00044176

Resubmit

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT AND RESTATEMENT
TO ARTICLES OF INCORPORATION OF
FLORIDA HYDRO, INC.
(F/k/a Florida Hydro Power & Light Co.)**

FILED
04 JUL 13 PM 3:
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1007, Florida Statutes, this Corporation adopts the following Articles of Amendment and Restatement to its Articles of Incorporation:

Article 1 is amended to be:

Article I NAME

The name of the corporation is Florida Hydro, Inc.

Article II is amended to be:

ARTICLE II PURPOSE

The Corporation is organized for the purpose of transacting any and all business for which a corporation may be formed under Chapter 607 of the Florida Statutes, as amended from time to time.

ARTICLE III is amended to be:

Article III PRINCIPAL OFFICE

The address of the principal office is: 171 Comfort Road, Palatka, Florida 32177.

Article IV is amended to be:

Article IV CAPITAL STOCK

To the greatest extent permitted under law, the Board of Directors, without the need for Shareholder approval, shall have the authority to take action or inaction with respect to the securities of the Corporation, including issuance, authorization, suspension or change of any rights or interests, substitution, and cancellation.

The capital stock of the Corporation shall consist of a total of 2,000,000 shares of Common Stock as follows:

A total of 2,000,000 shares of Common Stock, par value \$.005 per share, each share having one vote.

In addition, the Corporation shall have the right to issue a total of an additional

1,000,000 shares of Preferred Stock, par value \$.005, as follows:

The Preferred Stock shall be issuable, in the discretion of the Board of Directors, in one or more series, to be designated also in the discretion of the Board of Directors. Further, besides establishing the series, the Board shall, in its discretion, have the right to fix the number of shares in such series, and the preference, rights, and restrictions which apply, including, without limitation, any voting rights, dividend rights, liquidation rights, conversion rights, transfer rights, and redemption rights.

Article V is amended to be:

Article V BOARD OF DIRECTORS

The Corporation shall have at least one Director and up to seven Directors, and the Board of Directors shall have, to the fullest extent permitted by law, the authority to set the number of positions on the Board, and to change same from time to time, provided there is at least one Director. The current Directors are:

Herbert Williams

Article VI is amended to be:

Article VI CONTROL SHARES; AFFILIATED TRANSACTIONS

The Corporation elects not to be governed by Florida Statute Section 607.0902, as amended from time to time, relating to control share acquisitions, and the Corporation elects not to be governed by Florida Statute Section 607.0901, as amended from time to time, concerning affiliated transactions.

Article VII is amended to be:

ARTICLE VII INDEMNIFICATION

The Corporation shall indemnify officers and Directors of the Corporation and any and all subsidiaries from any and all claims, obligations, liabilities, and attorneys fees and costs, resulting or arising from action or inaction while performing their duties, in the discretion of the Board of Directors, to the fullest extent permitted by law.

The following Articles are **added** to the Articles of Incorporation:

ARTICLE VIII BOARD OF DIRECTORS AUTHORITY

In addition to such other authority granted under Florida law, the other Articles of the Articles of Incorporation, and the Bylaws, except to the extent such right is unconditionally

vested with the Shareholders or in any case prohibited by law, the Board of Directors shall have the authority to take any action or make any determination, without the need for Shareholder approval, including, without limitation, changing the Articles of Incorporation and Bylaws of the Corporation, and with respect to mergers, acquisitions, the issuance of securities, stock splits, reverse or otherwise, and similar events.

ARTICLE IX DURATION

The duration of the Corporation is perpetual.

APPROVAL:

The above Amendment and Restatement, including changes and additions, were approved by the Shareholders. The number of votes cast for the Amendments was sufficient for approval, in that at least a majority of the shares issued were voted in favor. The Board of Directors also approved this document by a unanimous vote of all Director(s). The amendment was adopted July 5, 2004.

Signed this date: July 5, 2004

Signature: Herbert L. Williams

President

Herbert L. Williams