

P99000064600

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*Amended And
Restated Art*

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2012 MAR 19 PM 1:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAR 19 2012
T. ROBERTS



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 23, 2012

MARY ELLEN O'DELL SCHANTZ
HARTER SECREST & EMERY LLP
1600 BAUSCH & LOMB PLACE
ROCHESTER, NY 14604

SUBJECT: DATA BOUND SOLUTIONS, INC.
Ref. Number: P99000064600

We have received your document for DATA BOUND SOLUTIONS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We cannot file Restated Articles of Incorporation and Articles of Amendment amending Article 7.1. Please combine information on one form.

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) 245-6892.

Tina Roberts
Regulatory Specialist II

Letter Number: 212A00001516



Harter Secrest & Emery LLP

ATTORNEYS AND COUNSELORS

WWW.HSELAW.COM

March 13, 2012

PRIORITY MAIL

Ms. Tina Roberts
Regulatory Specialist II
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Data Bound Solutions, Inc.
Reference No.: P99000064600

Dear Ms. Roberts:

Enclosed is an Amended and Restated Certificate of Incorporation for Data Bound Solutions, Inc. This document is being filed in place of the separate Certificate of Amendment and Restated Certificate of Incorporation which we attempted to file in January. Also enclosed is a copy of your rejection letter dated January 23, 2012. Per your instructions, we have combined the Amendment and Restatement into one document.

Please file the Amended and Restated Certificate of Incorporation at your earliest convenience. As you have retained our client's check no. 6063 in the amount of \$35 (copy enclosed), we have enclosed no additional payment. However, if additional funds are required, or if you have any questions on this Amended and Restated Certificate of Incorporation, please contact us.

Thank you for your attention in this matter.

Very truly yours,

Harter Secrest & Emery LLP

Mary Ellen O'Dell Schantz
Paralegal

DIRECT DIAL: 585.231.1463
E-MAIL: MSCHANTZ@HSELAW.COM

RECEIVED
MEOS: meos
Enclosure
12 APR 19 AM 8:52
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Data Bound Solutions, Inc.

DOCUMENT NUMBER: P99000064600

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Mary Ellen O'Dell Schantz, Paralegal

Name of Contact Person

Harter Secrest & Emery LLP

Firm/ Company

1600 Bausch & Lomb Place

Address

Rochester, New York 14604

City/ State and Zip Code

mschantz@hselaw.com

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

For further information concerning this matter, please call:

Mary Ellen O'Dell Schantz

at (585) 231-1463

Name of Contact Person

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

enclosed)

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is

(Additional Copy

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy

is enclosed)

Mailing Address

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

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

FILED

2012 MAR 19 PM 1:54

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
DATA BOUND SOLUTIONS, INC.**

Pursuant to Section 607.1006 of the Florida Business Corporation Act:

1. The Articles of Incorporation of Data Bound Solutions, Inc. (the "Corporation") were filed with the Department of State on July 21, 1999 (the "Original Articles").

2. These Amended and Restated Articles of Incorporation hereby amend and restate the provisions of the Original Articles to effect the following changes which are authorized by the Florida Business Corporation Act: (a) to combine ARTICLE 5 - OFFICERS and ARTICLE 6 - DIRECTORS into one ARTICLE - 5 OFFICERS AND/OR DIRECTORS; (b) to add a new ARTICLE 6 - VOTING RIGHTS; (c) to amend ARTICLE 7 - CORPORATE CAPITALIZATION to increase the number of authorized shares of capital stock to be issued by the Corporation and to add a second class of non-voting stock; (d) to eliminate the original ARTICLE 8 - SHAREHOLDER'S RESTRICTIVE AGREEMENT in its entirety and to renumber the remaining articles; and (e) the amend ARTICLE 12 - REGISTERED OFFICE AND REGISTERED AGENT (which will be renumbered as Article 11) to change the name of the registered agent and the location of the registered office.

The text of the Original Articles is hereby amended and restated in its entirety as follows:

**ARTICLES OF INCORPORATION
OF
DATA BOUND SOLUTIONS, INC.**

Pursuant to Section 607 of the Florida Business Corporation Act:

ARTICLE 1 - NAME

The name of the Corporation is DATA BOUND SOLUTIONS, INC., (hereinafter, "Corporation").

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 95 Brown Road, Suite 209, Ithaca, New York 14850, and the mailing address is the same.

ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Elsie Sanchez
343 Almeria Avenue
Coral Gables, Florida 33134

ARTICLE 5 - OFFICERS AND/OR DIRECTORS

<u>TITLE</u>	<u>NAME</u>	<u>ADDRESS</u>
President, Vice President, Treasurer and Director	Paul E. Martin, Jr.	904 Triphammer Road Ithaca, NY 14850
Secretary and Director	Angela P. Martin	904 Triphammer Road Ithaca, NY 14850

ARTICLE 6 - VOTING RIGHTS

6.1 Except as otherwise required by law, the holders of the Class A Voting Common Stock, voting together as a class, shall have the right to vote on any matter brought before the shareholders for a vote at any annual or special meeting, or pursuant to any consent of the shareholders of the Corporation. Each share of Class A Voting Common Stock shall be entitled to one vote on any matter brought before the shareholders for a vote.

6.2 Except as otherwise required by law, the holders of the Class B Non-Voting Common Stock shall have no voting rights on any matter brought before the shareholders for a vote at any annual or special meeting, or pursuant to any consent of the shareholders of the Corporation, including, but not limited to, the election of the directors of the Corporation.

ARTICLE 7 - CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is FIFTEEN THOUSAND (15,000) shares of common stock to be designated respectively as "Class A Voting Common Stock" and "Class B Non-Voting Common Stock" divided as follows:

(a) Class A Voting Common Stock. The total number of authorized shares of Class A Voting Common Stock shall be SEVEN THOUSAND FIVE HUNDRED (7,500) shares with the par value of \$1.00 per share.

(b) Class B Non-Voting Common Stock. The total number of authorized shares of Class B Non-Voting Common Stock shall be SEVEN THOUSAND FIVE HUNDRED (7,500) shares with the par value of \$1.00 per share.

Except as to voting rights, the rights and preferences of the holders of Class B Non-Voting Common Stock shall be identical to the rights and preferences of the holders of the Class A Voting Common Stock, with each class of Common Stock entitled to receive identical rights to distribution and liquidation proceeds.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 8 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 9 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 10 - REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 11 - REGISTERED OFFICE AND REGISTERED AGENT

The name and address of the registered office and registered agent of this Corporation is:

Mike Ramazio
3655 Park Central Blvd. North
Pompano Beach, FL 33064

ARTICLE 12 - BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 13 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 14 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

ARTICLE 15 - INDEMNIFICATION

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

Amended and

3. Pursuant to Section 607.1006 of the Florida Business Corporation Act, these Restated Articles of Incorporation were authorized by the joint unanimous written consent of the Board of Directors and shareholders of the Corporation. *Date of adoption Dec 22, 2011.*

IN WITNESS WHEREOF, I have signed these Restated Articles of Incorporation this 22nd day of December, 2011.



Paul E. Martin, Jr., President