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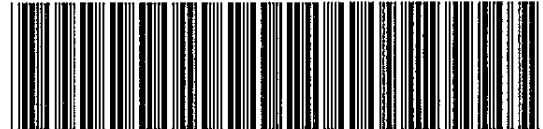
(Business Entity Name)

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EFFECTIVE DATE  
12-03-03

FILED  
2003 DEC -2 PM 2:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

C. C. Waller DEC 02 2003



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December 2, 2003

**CORPORATION NAME (S) AND DOCUMENT NUMBER (S):**

PODS, Inc.

**Filing Evidence**

- ☒ Plain/Confirmation Copy
- ☐ Certified Copy

**Retrieval Request**

- ☐ Photocopy
- ☐ Certified Copy

**Type of Document**

- ☐ Certificate of Status
- ☐ Certificate of Good Standing
- ☐ Articles Only
- ☐ All Charter Documents to Include Articles & Amendments
- ☐ Fictitious Name Certificate
- ☐ Other

File  
1st

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

**RESTATED ARTICLES OF INCORPORATION  
OF  
PODS, INC.  
a Florida corporation**

FILED  
2003 DEC - 2 PM 2:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned Peter S. Warhurst hereby certifies that:

ONE: He is the duly elected and acting President and Secretary, respectively, of  
PODS, Inc.

TWO: The name of the corporation is PODS, Inc. (the "Corporation") and the Corporation was originally incorporated pursuant to the Florida Business Corporation Act effective July 28, 1999, under the name "PODS Equity, Inc."

THREE: The Articles of Incorporation of the Corporation shall be amended and restated to read in full as follows:

**ARTICLE I.**

The name of the corporation is PODS, Inc. (the "Corporation").

**ARTICLE II.**

The address of the registered office of the Corporation in the State of Florida is 5585 Rio Vista Drive, Clearwater, Florida 33760. The name of its registered agent at such address is Peter S. Warhurst.

**ARTICLE III.**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act (the "FBCA").

**ARTICLE IV.**

**EFFECTIVE DATE**  
12-3-03

A. Classes of Stock. The Corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares that the Corporation is authorized to issue is one hundred million (100,000,000) of which eighty-four million (84,000,000) shares shall be Common Stock, par value \$.0001 per share, and sixteen million (16,000,000) shares shall be Preferred Stock, par value \$.0001 per share.

B. Rights, Preferences, Privileges and Restrictions of Preferred Stock. The Preferred Stock authorized by these Restated Articles of Incorporation may be issued from time to time in one or more series. The rights, preferences, privileges and restrictions applicable to each such series shall be set forth in articles of amendment relating to the respective series. All of the Preferred Stock shall be preferred to the Common Stock as to dividends and the distribution of assets of the Corporation upon the voluntary or involuntary liquidation, dissolution or winding up of the Corporation, as provided in articles of amendment with respect to the applicable series of

Preferred Stock, and shall have such designations as may be stated in the resolution or resolutions adopted by the Board of Directors providing for the issuance of such stock. In such resolution or resolutions providing for the issuance of shares of each particular series, the Board of Directors is hereby expressly authorized and empowered to fix the number of shares constituting such series, the designations, preferences, powers and rights of the shares of the series so established to the full extent allowable by law, except insofar as such designations, preferences, powers or rights are fixed herein. Such authorization of the Board of Directors shall expressly include the authority to fix and determine the designations, preferences, powers or rights of such shares in all respects including, without limitation, the following:

- (i) the rate and frequency of dividends;
- (ii) whether shares can be redeemed or called and, if so, the redemption or call price (or formula for determining such price) and terms and conditions of redemption or call;
- (iii) the amount payable upon shares in the event of dissolution, voluntary or involuntary liquidation, or winding up of the affairs of the Corporation;
- (iv) purchase, retirement or sinking fund provisions, if any, for the call, redemption or purchase of shares;
- (v) the terms and conditions, if any, on which shares may be converted into Common Stock or any other securities;
- (vi) whether or not shares have voting rights, and the extent of such voting rights, if any; and
- (vii) whether shares shall be cumulative, noncumulative, or partially cumulative as to dividends and the dates from which any cumulative dividends are to accumulate.

C. Common Stock. The rights, preferences, privileges and restrictions granted to and imposed on the Common Stock are as set forth below in this Article IV(C).

Section 1. Voting Rights. The holders of shares of Common Stock shall be entitled to one vote for each share so held with respect to all matters voted on by the stockholders of the Corporation except any matter on which another class or series of stock has sole voting rights.

Section 2. Dividends. Subject to the rights of the Preferred Stock, if any, dividends may be paid on the Common Stock as and when declared by the Board of Directors.

Section 3. Liquidation Rights. Subject to the prior and superior right of the Preferred Stock, if any, upon any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation, the holders of Common Stock shall be entitled to receive that portion of the remaining funds to be distributed in accordance with the provisions of these Restated Articles of Incorporation, as they may from time to time be amended or supplemented, including without limitation any supplement effected pursuant to articles of amendment, setting forth such

prior and superior rights. Such funds shall be paid to the holders of Common Stock pro rata on the basis of the number of shares of Common Stock held by each of them.

Section 4. Merger, Consolidation, Sale of Assets. Subject to the prior and superior rights of the Preferred Stock, if any, in the event of any merger or consolidation of the Corporation with or into another corporation in which the Corporation shall not survive, or the sale or transfer of all or substantially all of the assets of the Corporation to another entity, or a merger or consolidation in which the Corporation shall be the surviving entity but its Common Stock is exchanged for stock, securities or property of another entity, the holders of Common Stock shall be entitled to receive all cash, securities and other property received by the Corporation pro rata on the basis of the number of shares of Common Stock held by each of them.

Section 5. Residual Rights. All rights accruing to the outstanding shares of the Corporation, unless expressly provided for otherwise in these Restated Articles of Incorporation as they may from time to time be amended or supplemented, including without limitation any supplement effected pursuant to articles of amendment, shall be vested in the Common Stock.

D. Preemptive Rights. Except as otherwise expressly provided in this Article IV(D), if at any time the Corporation proposes to issue equity securities or securities convertible into equity securities (the "New Securities"), each holder of Common Stock and each holder of Preferred Stock shall have the preemptive right to purchase (collectively, the "Preemptive Rights") that proportion of the New Securities proposed to be issued multiplied by a fraction of which (i) the numerator is the number of shares of Common Stock owned by such stockholder (including any Preferred Stock on an "as converted" basis) and (ii) the denominator is the total number of outstanding shares of Common Stock (including all outstanding Preferred Stock on an "as converted" basis). The Preemptive Rights will be exercisable at the same price, and upon the same terms and conditions, as the Corporation proposes to issue the New Securities. The Preemptive Rights shall not apply to:

(i) the issuance of New Securities to employees or consultants pursuant to stock option plans approved by the Board of Directors (including stock option and stock purchase plans and agreements in aggregate amounts not greater than in place on the effective date of these Restated Articles of Incorporation);

(ii) the issuance of New Securities for consideration other than cash;

(iii) the issuance of New Securities to the other party or to its stockholders or other securities holders in connection with a merger, stock acquisition, assets acquisition or other business transaction;

(iv) the issuance of New Securities in connection with a private placement or other offering of securities in which the Board of Directors determines, upon the advice of counsel, that offering the New Securities to the holders of the Preemptive Rights would jeopardize the availability of federal or state securities law registration exemptions;

(v) the issuance of Common Stock upon conversion of the Preferred Stock;

(vi) the issuance of Common Stock upon conversion of any of the Corporation's subordinated convertible debentures issued and outstanding as of the effective date of these Restated Articles of Incorporation;

(vii) the issuance of New Securities in a "Qualified Public Offering" (as herein defined); and

(viii) the issuance of Common Stock upon exercise of any warrants issued to WoodRock & Co. pursuant to the letter agreement dated July 24, 2003.

For purposes of these Restated Articles of Incorporation, "Qualified Public Offering" means a firm commitment underwritten public offering, managed by a Top Tier Investment Bank and pursuant to an effective registration statement under the Securities Act of 1933, as amended, at a Pre-Money Valuation of at least Two Hundred Fifty Million Dollars (\$250,000,000) and which generates net proceeds to the Corporation of at least Fifty Million Dollars (\$50,000,000). "Top Tier Investment Bank" means an investment banking firm that is either (w) ranked in the top ten (10) underwriters in the most recent annual U.S. equity underwriting dollar volume table, as published by Securities Data Corporation or (x) otherwise acceptable to a majority of the Board of Directors of the Corporation, including at least one (1) of the directors designated by the holders of the Series A Preferred Stock. "Pre-Money Valuation" means an amount equal to the product of (y) the number of shares of Common Stock outstanding immediately prior to a public offering (on a fully-diluted basis, including any outstanding Preferred Stock on an "as converted" basis) and (z) the per-share sale price in connection with such offering. In the event of a Qualified Public Offering, the person(s) entitled to receive the Common Stock issuable upon such conversion of Preferred Stock shall not be deemed to have converted such Preferred Stock until immediately prior to the closing of such offering.

#### ARTICLE V.

Except as otherwise provided in these Restated Articles of Incorporation, in furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws of the Corporation.

#### ARTICLE VI.

The number of directors of the Corporation shall be initially fixed at five (5), and may be fixed from time to time as provided in the Bylaws and these Restated Articles of Incorporation. The Board of Directors shall initially be comprised of (i) two (2) directors designated by the holders of at least a majority of the then outstanding shares of Series A Preferred Stock of the Corporation to be issued pursuant to Articles of Amendment Relating to Series A Preferred Stock to be filed on, or within thirty (30) days after, the effective date of these Restated Articles of Incorporation (the "Series A Preferred Stock"); (ii) two (2) directors designated by the holders of a majority of the Corporation's Common Stock, one of whom must be Peter S. Warhurst or his designee as long as he is neither deceased nor Mentally Incapacitated (as herein defined); and (iii) a fifth director (the "Independent Director") who satisfies the requirements with respect to

independence as provided in the bylaws or a stockholders' agreement among the Corporation and its stockholders. Unless PODS USA, LLC, a Florida limited liability company, otherwise agrees, the holders of at least a majority of the Series A Preferred Stock will designate M. Daniel Janick, Jr. and Stephen P. Smiley as their designees as directors as long as such individuals are employed by The Lafayette Investment Fund, L.P., a Delaware limited partnership ("Lafayette"), or its affiliates. The Independent Director shall be designated by (i) the holders of a majority of the Corporation's Common Stock unless and until Peter S. Warhurst dies or becomes Mentally Incapacitated within five (5) years after the effective date of these Restated Articles of Incorporation and (ii) the holders of at least a majority of the then outstanding Series A Preferred Stock immediately upon the death or Mental Incapacity of Peter S. Warhurst and continuing until the first to occur of (A) the cessation of such Mental Incapacity (other than by reason of Mr. Warhurst's death) or (B) the fifth anniversary of the effective date of these Restated Articles of Incorporation, at which time the holders of a majority of the Corporation's Common Stock shall thereafter be entitled to elect the Independent Director. For purposes of this Article VI, and absent the agreement of the holders of at least a majority of the Series A Preferred Stock to another procedure, a "Mental Incapacity" would exist with respect to Peter S. Warhurst if a party with appropriate standing would be entitled to have a guardian involuntarily appointed for Mr. Warhurst under Florida law (or the law of such other jurisdiction in which Mr. Warhurst then resides) with respect to his right to contract and to manage property.

The Board of Directors shall meet no less than quarterly. At least one of the directors designated by the holders of Series A Preferred Stock shall serve on each committee of the Board of Directors.

Except as otherwise expressly provided in this Article VI with respect to a vacancy resulting from the death or Mental Incapacity of Peter S. Warhurst within five (5) years after the effective date of these Restated Articles of Incorporation, in the case of any vacancy (other than a vacancy caused by removal) in the office of a director occurring among the directors elected by the holders of a class or series of stock pursuant to this Article VI, the holders of a majority of shares of that class or series may elect a successor or successors to hold office for the unexpired term of the director or directors whose place or places shall be vacant. Any director who shall have been elected by the holders of a class or series of stock as provided in the immediately preceding sentence hereof may be removed during the aforesaid term of office, either with or without cause, by, and only by, the affirmative vote of the holders of the shares of the class or series of stock entitled to elect such director or directors at the time of such director's removal, given either at a special meeting of such stockholders duly called for that purpose or pursuant to a written consent of stockholders, and any vacancy thereby created may be filled by the holders of that class or series of stock represented at the meeting or pursuant to a written consent of stockholders. In the event M. Daniel Janick, Jr. or Stephen P. Smiley ceases to be an employee of Lafayette or its affiliates or is otherwise unable to serve as a director, his successor designated by Lafayette shall be an employee of Hunt Consolidated, Inc. or its affiliates whose designation shall have been made with the personal involvement of Ray L. Hunt or his successor as the chief executive officer of Hunt Consolidated, Inc.

## ARTICLE VII.

Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

## ARTICLE VIII.

Meetings of stockholders may be held within or without the State of Florida, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the FBCA) outside of the State of Florida at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

## ARTICLE IX.

To the fullest extent permitted by the FBCA as it now exists or as it may hereafter be amended, a director of the Corporation shall not be personally liable to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0834 of the FBCA, or (iv) for any transaction from which the director derived any improper personal benefit. If, after approval by the stockholders of this Article IX, the FBCA is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. Any amendment, repeal or modification of this Article IX or any provision of these Restated Articles of Incorporation (including the adoption of any new provision), inconsistent with this Article IX shall be prospective only, and shall not apply to or adversely affect any right or protection of a director of the Corporation existing at the time of such amendment, repeal, modification or adoption.

## ARTICLE X.

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Restated Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation. Notwithstanding the immediately preceding sentence, Article VI of these Restated Articles of Incorporation can only be amended with the unanimous consent of (i) the holders of the Series A Preferred Stock (voting separately as a class) and (ii) the holders of all of the shares of Common Stock issued and outstanding as of the date of adoption of such amendment.

## ARTICLE XI.

The Corporation shall indemnify any director or officer of the Corporation and may indemnify any other person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by



reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceedings, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or equivalent, shall not, of itself, create a presumption that the person did not act in good faith or in a manner that he or she reasonably believed to be in or not opposed to the best interests of the Corporation, or, with respect to any criminal action or proceeding, that the person did not have reasonable cause to believe that his or her conduct was unlawful.

Any amendment, repeal or modification of the foregoing provision of this Article XI shall be prospective only, and shall not adversely affect any right or protection of a director, officer, agent, or other person existing at the time of such amendment, repeal or modification, or increase the liability of any director of the Corporation with respect to any acts or omissions of such director, officer, agent or other person occurring prior to, such amendment, repeal or modification.

\* \* \*

FOUR: The foregoing amendment and restatement was approved by the holders of the requisite number of shares of the Corporation by written consent dated as of November 26, 2003 in accordance with Section 607.1003 of the FBCA, which vote is sufficient to approve the adoption of the amendment and restatement. The foregoing amendment and restatement was approved by all of the members of the Board of Directors of the Corporation by written consent dated as of November 26, 2003 in accordance with Section 607.1003 of the FBCA, which vote is sufficient to approve the adoption of the amendment and restatement

FIVE: The amendment and restatement was duly adopted in accordance with the provisions of Sections 607.1001, 607.1003, 607.1004 and 607.1007 of FBCA.

SIX: The effective time and date of these Restated Articles of Incorporation shall be 4:30 p.m., Eastern time, on December 3, 2003.

IN WITNESS WHEREOF, these Restated Articles of Incorporation have been executed by the President and the Secretary of the Corporation on this 1st day of December, 2003.

Handwritten signature of Peter S. Warhurst in cursive script, followed by a horizontal line.

Peter S. Warhurst, President and Secretary