

P990000069406

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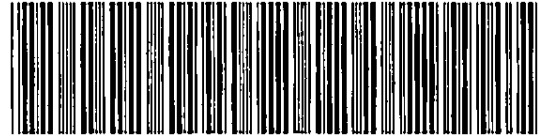
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2018 FEB -7 AM 9:56
ALBANY, NY

Amended/Restated

FEB 09 2018

ALBANY, NY

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Kimmins Corp

DOCUMENT NUMBER: P99000069406

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

Please return all correspondence concerning this matter to the following:

Joseph M Williams

Name of Contact Person

Kimmins Corp

Firm/ Company

1501 e 2nd ave

Address

Tampa, Florida 33605

City/ State and Zip Code

jwilliams@kimmins.com

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

For further information concerning this matter, please call:

Joseph M Williams

at (813) 610-0169

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

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

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional 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

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
KIMMINS CORP. F/K/A**

KIMMINS REINCORPORATION INC.

FILED
2019 FEB -7 AM 9:56
CLERK OF DISTRICT COURT
JANUARY 11 2019

1: The corporate name of the corporation (hereinafter called the "Corporation") is Kimmins Corp.

These Amended and Restated Articles of Incorporation of the Corporation has been duly adopted by the Corporation's Board of Directors and its stockholders in accordance with the provisions of the Florida Business Corporation Act. Pursuant to the Florida Business Corporation Act, the undersigned, being the Chairman of the Board of Directors of Kimmins Corp., a Florida corporation (the "Corporation"), does hereby certify and execute these Amended and Restated Articles of Incorporation of Kimmins Corp., on behalf of the Corporation, to read in its entirety as follows:

2: The street address, wherever located, of the principal office of the Corporation is 1501 East Second Avenue, Tampa, Florida 33605.

The mailing address, wherever located, of the Corporation is 1501 East Second Avenue, Tampa, Florida 33605.

3: The Corporation shall only have one class of stock called Common Stock:

- (a) Number of Shares: The total number of shares of Common Stock which the Corporation shall have authority to issue is Fifty (50) shares of Common Stock, par value \$0.001 per share.
- (b) Voting Rights of Common Stock. Except as otherwise provided by the Florida Business Corporation Act, the entire voting power of the shares of the Corporation for the election of directors and for all other purposes shall be vested exclusively in the Common Stock.
- (c) Dividends. To the extent such distributions are allowed by applicable Florida law, before April 1 of each year, the Corporation shall distribute to its shareholders that percentage of its annual net income for the preceding calendar year equal to 100% of the taxable income as reflected on the tax return of the Corporation.

- (d) Liquidation and Dissolution. In the event of any dissolution, liquidation or winding-up of the affairs of the Corporation, after payment or provisions for payment of the debts and other liabilities of the Corporation, the remaining assets of the Corporation shall be distributed among the holders of Common Stock.

4: The street address of the registered agent office of the corporation in the State of Florida is 1501 East Second Avenue, Tampa, Florida 33605

The name of the registered agent of the Corporation at the said registered office is Joseph M. Williams.

- 5: The purposes for which the Corporation is organized are as follows:

To engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

To have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

- 6: The duration of the Corporation shall be perpetual.

7: The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person. No director of the Corporation shall be personally liable to the Corporation or its stockholders for any monetary damages for breaches of fiduciary duty as a director, provided that this provision shall not eliminate or limit the liability of a director under Section 607.0831 of the Florida Business Corporation Act.

8: Only a majority in interest of the Common Stock authorized to vote shall have the exclusive power, at any time, and from time to time, to adopt, amend and repeal any of these Articles of Incorporation and all Bylaws of the Corporation.

9: Special Meetings of the Shareholders are to be called by the Board of Directors or by persons authorized to do so by the Bylaws, or if the holders of no less than 20% of all the votes entitled to be cast on any issue proposed to be considered at the proposed Special Meeting sign, date and deliver to the Corporation's secretary written demand for the meeting describing the purpose or purposes for which it is to be held.

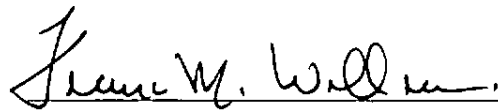
10: The corporate existence of the Corporation began on August 4, 1999.

11: The date of adoption of the resolution approving these Amended and Restated Articles of Incorporation for this Corporation is January 9, 2018. The Effective Date of these Amended and Restated Articles of Incorporation shall be January 9, 2018.


12: The foregoing amendment and reinstatement was required to be approved by the shareholders of the Corporation and the number of votes cast for the amendment by the shareholders was sufficient for approval in accordance with Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned Chairman of the Board of Directors of the Corporation has caused these Amended and Reinstated Articles of Incorporation of Kimmins Corp. to be executed as of this 9th day of January 2018.

KIMMINS CORP.


Francis M. Williams,
Chairman and Chief Executive Officer


ATTEST:


Joseph M. Williams
Secretary

(CORPORATE SEAL)