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ARTICLES OF AMENDMENT AND RESTATEMENT
OF
KIMMINS CORP.

Pursuant to Section 607.1007 of the Florida Business Corporation Act (the "Act"), the Amended and Restated Articles of Incorporation of KIMMINS CORP., a Florida corporation (the "Corporation"), are hereby amended and restated as follows:

1. The name of the Corporation is Kimmins Corp. On February 7, 2018, Amended and Restated Articles of Incorporation for the Corporation were filed with the Florida Department of State and were assigned document number P99000069406.

2. The Articles of Incorporation, as amended and restated, are attached hereto (the "Second Amended and Restated Articles").

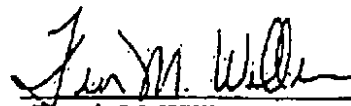
3. The Second Amended and Restated Articles contain amendments to the Articles of Incorporation requiring shareholder approval.

4. The shareholders of the Corporation adopted the Second Amended and Restated Articles by the unanimous written consent of the shareholders of the Corporation on February 28, 2022.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Second Amended and Restated Articles of Incorporation.

KIMMINS CORP.

By:
Name:
Title:
Date:



Francis M. Williams

President

February 28, 2022

**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
KIMMINS CORP.**

The Second Amended and Restated Articles of Incorporation of Kimmins Corp., a Florida corporation incorporated under the provisions of the Florida Business Corporation Act (the "Act"), shall read in their entirety as set forth below:

**ARTICLE 1
Name**

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

**ARTICLE 2
Duration**

The duration of the Corporation shall be perpetual.

**ARTICLE 3
Principal Office and Mailing Address**

The street address of the principal office and the mailing address of the Corporation is 1501 E. 2nd Avenue, Tampa, Florida 33605.

**ARTICLE 4
Capital Stock**

- (a) Number of Shares. The Corporation is authorized to issue One Thousand (1,000) shares of Voting Common Stock, par value \$0.001, and Two Thousand (2,000) shares of Non-Voting Common Stock, par value \$0.001 (together, the "Common Stock").
- (b) Voting Rights. 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 Voting Common Stock.
- (c) Rights of Non-Voting Common Stock. Except for the difference in voting rights, the Voting Common Stock and Non-Voting Common Stock shall have identical rights with respect to distributions, dividends and liquidations.
- (d) 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.

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- (e) 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.

ARTICLE 5
Registered Office and Agent

The street address of the registered office of the corporation in the State of Florida is 1501 E. 2nd Avenue, Tampa, Florida 33605, and the name of the registered agent of the Corporation at that address is Joseph M. Williams.

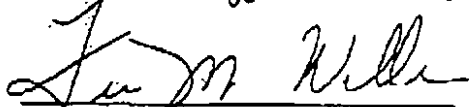
ARTICLE 6
Indemnification

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 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 the Bylaws of the Corporation, 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 shareholders 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.

ARTICLE 7
Amendment

Only a majority in interest of the Voting Common Stock shall have the exclusive power, at any time, and from time to time, to adopt, amend and repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and the Bylaws of the Corporation.

IN WITNESS WHEREOF, the undersigned has caused these Second Amended and Restated Articles of Incorporation of Kimmins Corp. to be executed as of this 28th day of February, 2022.



Francis M. Williams
President

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