

# S42445

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(Requestor's Name)

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☐ PICK-UP

☐ WAIT

☐ MAIL

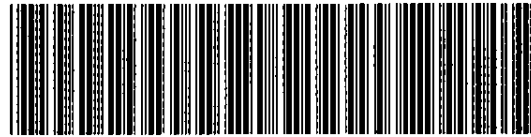
\_\_\_\_\_  
(Business Entity Name)

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(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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Office Use Only



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10 NOV 16 PM 2:59

FILED

*Amended  
Revised Art.  
03/28/11*

*DC*



March 24, 2011

Ms. Darlene Connell  
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Haysmar, Inc.

Dear Ms. Connell:

Per our conversations on March 23, I enclose for re-filing an original and copy of the Amended and Restated Articles of Incorporation of Haysmar, Inc. You have acknowledged receiving the filing fee in your letter dated November 18, 2010.

Please file-stamp the copy and return it to my office in the enclosed self-addressed, stamped envelope.

Thank you in advance for your assistance. Please do not hesitate to contact me if you have any questions or require further information or documentation.

Very truly yours,

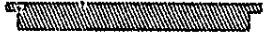
A handwritten signature in black ink, appearing to be "Rosanne M. Duane", is written over a horizontal line. The signature is stylized with loops and a long horizontal stroke extending to the right.

Rosanne M. Duane, P.A.

Encls.

# RMD

The Law Firm of  
**Rosanne M. Duane, P.A.**



November 12, 2010

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Haysmar, Inc.

Dear Sir/Madam:

I enclose for filing an original and copy of the Amended and Restated Articles of Incorporation of Haysmar, Inc. A filing fee in the amount of \$35.00 is enclosed.

Please file-stamp the copy and return it to my office in the enclosed self-addressed, stamped envelope.

Thank you in advance for your assistance. Please do not hesitate to contact me if you have any questions or require further information or documentation.

Very truly yours,

Rosanne M. Duane, P.A.

Encls.



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

November 18, 2010

ROSANNE M. DUANE, P.A.  
THE LAW FIRM OF ROSANNE M. DUANE, P.A.  
50 SO. U.S. HWY. 1, SUITE 213  
JUPITER, FL 33477

SUBJECT: HAYSMAR, INC.  
Ref. Number: S42445

We have received your document and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

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) 245-6906.

Darlene Connell  
Regulatory Specialist II

Letter Number: 110A00027138

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
HAYSMAR, INC.

FILED  
10 NOV 16 PM 2:59  
CLERK OF CIRCUIT COURT  
IN AND FOR THE COUNTY OF PALM BEACH, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby restates the articles of the above stated corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be HAYSMAR, INC.

ARTICLE II NATURE OF THE BUSINESS

This corporation's intended purposes include research, human resources consulting, communications and real estate management, and may engage in any or all other lawful activities or business permitted under the laws of the United states, the State of Florida, or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The total number of shares of all classes which the corporation shall be authorized to issue is One Hundred (100) shares of common stock, .01 par value per share.

ARTICLE IV. ADDRESS

The principal address of the corporation is 157 Apollo Circle Jupiter, FL 33477, and the mailing address is the same.

The street address of the registered office of the corporation is 157 Apollo Circle Jupiter, FL 33477, and the name of the registered agent is Robert D. Hays.

ARTICLE V. TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VI. DIRECTORS

This corporation shall have three (3) directors. The names and street addresses of the directors are as follows:

Robert D. Hays, 157 Apollo Circle Jupiter, FL 33477

Lynn Hays, 157 Apollo Circle Jupiter, FL 33477  
Betty Hays, 422 Shore Drive East, Oldsmar, FL 34677

#### ARTICLE VII. INDEMNIFICATION

A. The Corporation shall to the fullest extent permitted by law indemnify any 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, 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.

B. The Corporation may pay in advance any expenses (including attorneys' fees) that may become subject to indemnification under paragraph A above if the person receiving the advance payment of expenses undertakes in writing to repay such payment if it is ultimately determined that such person is not entitled to indemnification by the Corporation under paragraph A above.

C. The indemnification provided by paragraph A above shall not be exclusive of any other rights to which a person may be entitled by law, bylaw, agreement, vote or consent of stockholders or directors, or otherwise.

D. The indemnification and advance payment provided by paragraphs A and B above shall continue as to a person who has ceased to hold a position named in paragraph A above and shall inure to such person's heirs, executors, and administrators.

E. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who serves or served at the Corporation's request as a director, officer, employee, agent, partner, or trustee of another corporation or of a partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have power to indemnify such person against such liability under paragraph A above.

F. If any provision in this Article shall be invalid, illegal, or unenforceable, the validity, legality, and enforceability of the remaining provisions shall not in any way be affected or impaired thereby, and, to the extent possible, effect shall be given to the intent manifested by the provision held invalid, illegal, or unenforceable.

ARTICLE VIII. CERTAIN LIMITATIONS ON LIABILITY OF DIRECTORS

Except to the extent that the Business Corporation Act of the State of Florida prohibits the elimination or limitation of liability of directors for breach of the duties of a director, no director of the Corporation shall have any personal liability for monetary damages for any statement, vote, decision, or failure to act, regarding corporate management or policy. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

ARTICLE IX. INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

Robert D. Hays  
157 Apollo Circle  
Jupiter, FL 33477

ARTICLE X. SHAREHOLDER QUORUM AND VOTING

The shareholders may adopt or amend a bylaw that fixes a greater quorum or voting requirement for shareholders than is required by the Florida Business Corporation Act, provided, however, that the adoption or amendment of a bylaw that adds, changes, or deletes a greater quorum or voting requirement for shareholders must meet the same quorum requirement and be adopted by the same vote and voting groups required to take action under the quorum and voting requirement then in effect or proposed to be adopted, whichever is greater.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 7<sup>th</sup> day of April, 2010.

Robert D. Hays  
Robert D. Hays, Incorporator

Adopted by all eligible shareholders: April 7, 2010

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED

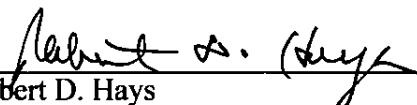
The following is submitted in accordance with the requirements of Chapter 48.091, Florida Statutes:

HAYSMAR, INC., desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation, in the City of Jupiter, State of Florida, has named Robert D. Hays, 157 Apollo Circle Jupiter, FL 33477, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, the undersigned hereby accepts to act in this capacity and agree to comply with the provisions of Chapter 48.091, F.S. relative to keeping open said office.

Accepted this 7<sup>th</sup> day of April, 2010.

  
Robert D. Hays