

576074

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2022 MAR 23 PM 4:46

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TALLAHASSEE, FL

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Amended
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Manatee Harvesting, Co.
DOCUMENT NUMBER: 576074

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

Please return all correspondence concerning this matter to the following:

WILBUR E. BREWTON
Name of Contact Person
BREWTON PLANTÉ, P.A.
Firm/ Company
215 S. Monroe #825
Address
Tallahassee, FL 32301
City/ State and Zip Code
Wbrewton@bp-lawfirm.net
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

WILBUR BREWTON at (855) 556-8992
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:

- | | | | |
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Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MANATEE HARVESTING, CO.**

FILED
2022 MAR 23 PM 4:46
SECRETARY OF STATE
TALLAHASSEE, FL

The undersigned, on behalf of Manatee Harvesting, Co. (the "Corporation" or Florida corporation), has executed these Amended and Restated Articles of Incorporation, as approved by the Board of Directors and the shareholders of the Corporation in an action by written consent effective 23rd day of March, 2022, pursuant to Sections 607.0821 and 607.0704, *Florida Statutes*. The number of votes cast by the shareholders by written consent was sufficient for approval.

These Amended and Restated Articles amend and restate in their entirety the Corporation's Articles of Incorporation, as filed with the Florida Department of State on August 23, 1991 (document number S76074).

ARTICLE I – NAME/ADDRESS

The name of the Corporation is MANATEE HARVESTING, CO.

ARTICLE II – PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal office is 1707 2nd Avenue, E., Palmetto, Florida 34221. The principal office address and mailing address may be changed by the Board of Directors.

ARTICLE III - DURATION

The Corporation shall exist perpetually.

ARTICLE IV – PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, *Florida Statutes*.

ARTICLE V - CAPITAL STOCK

The maximum number of shares of capital stock which this Corporation shall have authority to issue is Three Hundred Twenty-Five Thousand (325,000), consisting of Twenty-Five Thousand (25,000) shares of Common Stock, \$0.01 par value (the "Common Stock").

SECTION 1. Common Stock. The qualifications, limitations, restrictions and the special or relative rights granted to and imposed upon the Common Stock now or hereafter outstanding and the holders thereof are as follows:

(a) **General Terms.** The term "Common Share" shall refer to a share of Common Stock. The Common Stock shall be subject to the express terms of the Series A Preferred Stock. Each Common Share shall be equal in all respects to every other Common Share. The term

"Common Shareholder" shall refer to any holder of issued and outstanding Common Share(s), whether now or in the future, together with their successors and assigns.

(b) Liquidation Rights. In the event of any voluntary or involuntary liquidation, distribution or winding up of the Corporation, after payment in full of the Liquidation Preference (as defined in Section 2(c)(i) of Article V), the remaining Assets shall be distributed among the holders of the issued and outstanding Common Shares, pro rata based on the number of shares held by each such holder.

(c) Voting. The issued and outstanding Common Shares shall have the following voting rights:

(i) Except solely as expressly provided in these Amended and Restated Articles of Incorporation or by law, the Common Shareholders shall, through their ownership of Common Shares, have exclusive voting rights and powers with respect to all matters presented to the Corporation's shareholders. Each issued and outstanding Common Share shall entitle the holder thereof to one (1) vote upon all matters upon which the Common Shareholders have the right to vote. The Common Shareholders shall vote together as one class on all matters submitted to a vote of the shareholders of the Corporation.

(ii) No Common Share shall carry any cumulative voting rights. Directors of the Corporation shall be elected by the Common Shareholders.

(d) No Preemptive Rights. Common Shares authorized hereby shall not be subject to preemptive rights. The Corporation's shareholders shall have no preemptive right to purchase or have offered to them for purchase any of such authorized but unissued shares, or other equity securities issued or to be issued by the Corporation.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is:

Brewton Plante, P.A. 215 South Monroe Street; Suite 825
Tallahassee, FL 32301

The name of the registered agent of the Corporation at that address is:

Wilbur E. Brewton, Esquire

ARTICLE VII - BOARD OF DIRECTORS

SECTION 1. The Corporation shall currently have five (5) directors. The number of directors may be either increased or decreased from time to time by the affirmative vote of the Shareholders holding more than fifty percent (50%) of the issued and outstanding Shares.

SECTION 2. The Common Shareholders holding more than fifty percent (50%) of the issued and outstanding Common Shares, exclusively and voting together as a single class, shall be entitled to elect a total of five (5) directors (or such fewer number of directors as shall be approved by the affirmative vote of such Common Shareholders). Any director elected as provided in the preceding sentence may be removed without cause by, and only by, the affirmative vote of the Common Shareholders holding more than fifty percent (50%) of the issued and outstanding Common Shares, given either at a special meeting of such Common Shareholders duly called for that purpose or pursuant to a written consent of such Common Shareholders. If such Common Shareholders fail to elect a director then any directorship not so filled shall remain vacant until such time as such Common Shareholders elect a person to fill such directorship by vote or written consent in lieu of a meeting.

SECTION 3. At any meeting held for the purpose of electing a director, the presence in person or by proxy of the holders of more than fifty percent (50%) of the outstanding shares of the class or series entitled to elect such director shall constitute a quorum for the purpose of electing such director.

SECTION 4. The names and addresses of the current directors of the Corporation are as follows:

<u>Name</u>	<u>Street Address</u>
Charles Smith	1701 4 th Ave. West Palmetto, FL 34221
Harold Smith	1703 4 th Ave. West Palmetto, FL 34221
Tyrone Smith	1701 4 th Ave. West Palmetto, FL 34221
Rosa Smith	1701 4 th Ave. West Palmetto, FL 34221
Phillip W. Barton	751 Laurel Avenue #519 San Carlos, CA 94070

ARTICLE VIII – BYLAWS

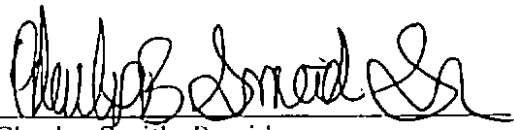
The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Corporation's shareholders.

ARTICLE IX – AMENDMENT

This Corporation reserves the right, upon action duly taken, jointly, by the Corporation's Board of Directors and the Corporation's shareholders, to amend or repeal any provision contained in these Amended and Restated Articles of Incorporation, or any amendment hereto, and any right conferred upon the Corporation's shareholders hereunder is subject to this reservation, except to the extent otherwise expressly provided by applicable law; provided, that the Corporation's shareholders may only take such action upon obtaining the affirmative consent of those Common Shareholders holding at least fifty percent (50%) of the Common Shares then issued and outstanding.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation effective as of this 23rd day of March 2022.

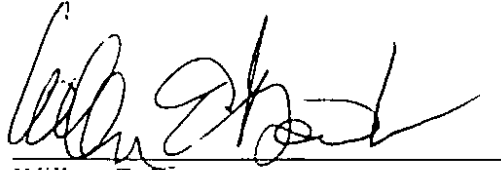
MANATEE HARVESTING, CO.

By: 
Charles Smith, President

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

MANATEE HARVESTING, CO.

The undersigned, having been named as registered agent for the above-named Corporation, at the place designated in the foregoing Amended and Restated Articles of Incorporation, hereby accepts such designation and agrees to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.



Wilbur E. Brewton