

V55559

Florida Department of State
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
SAWCROSS, INC.**

Certificate of Status	0
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**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
SAWCROSS, INC.**

These Articles of Amendment are filed pursuant to Florida Statute Section 607.1006, to reflect an amendment to the Articles of Incorporation of SAWCROSS, INC., a Florida corporation (the "Corporation"), and in connection therewith, the undersigned officer, acting upon the authority of the Board of Directors of the Corporation, and upon authority of the holders of all of the shares entitled to vote on said amendment hereby sets forth as follows:

1. The name of this Corporation is SAWCROSS, INC.
2. The Articles of Incorporation for this Corporation were filed on July 31, 1992 and assigned Florida Document Number V55559.
3. The Articles of Incorporation of SAWCROSS, INC. have been amended by deleting Article III in its entirety and by substituting the following in lieu thereof:

"ARTICLE III - CAPITAL STOCK

The Corporation is authorized to issue ten million (10,000,000) shares of One Dollar (\$1.00) par value common stock."

4. The Articles of Incorporation of SAWCROSS, INC. have been amended by adopting a new Article VIII as follows:

"ARTICLE VIII - INDEMNIFICATION

(a) Generally. The Corporation shall indemnify, pay, protect and hold harmless each director and officer who is or was serving as a director or officer of the Corporation (the "Indemnitee") (on the demand of and to the reasonable satisfaction of such Indemnitee) from and against any liabilities, obligations, losses, damages, penalties, actions, claims, judgments, settlements, proceedings, costs, expenses and disbursement of any kind or nature whatsoever, including all reasonable attorneys' fees, costs and expenses of defense, appeal and settlement of any suits, actions or proceedings instituted against such Indemnitee or the Corporation and all costs of investigation in connection therewith (hereinafter in this Article VIII collectively referred to as "Liabilities") that may be imposed on, incurred by or asserted against an Indemnitee or the Corporation that is in any way related to or arises out of, or is alleged to relate to or arise out of, any action or inaction on the part of the Corporation or an Indemnitee acting on behalf of the Corporation. Notwithstanding the foregoing, the Corporation shall only indemnify an Indemnitee if:

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- (i) The Indemnitee acted in good faith;
- (ii) The Indemnitee acted in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation; and
- (iii) In the case of any criminal proceeding, the Indemnitee had no reasonable cause to believe his or her conduct was unlawful.

The conduct of an Indemnitee with respect to an employee benefit plan for a purpose the Indemnitee reasonably believed to be in the best interests of the participants in, and the beneficiaries of, the plan is conduct that satisfies the foregoing requirements.

(b) Mandatory Indemnification. The Corporation must indemnify a person who is or was a director or officer who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the individual was a party because he or she is or was a director or officer of the Corporation from and against any Liabilities incurred by the person in connection with the proceeding.

(c) Advance Payment. Upon the approval of the Board of Directors consisting of two or more qualified directors (as such term is defined in Florida Statutes Section 607.0143 or any successor statute); or if there are fewer than two qualified directors, by the vote of the shareholders (not including the shares of any person who is not a qualified director), the right to indemnification conferred by this Article VIII shall include the right to be paid or reimbursed by the Corporation the reasonable expenses of the type entitled to be indemnified under paragraphs (a) and (b) of this Article VIII, including the right to employ, at the expense of the Corporation, separate counsel of the Indemnitee's choice in any such action, suit or proceeding described in paragraphs (a) and (b) of this Article VIII incurred by an Indemnitee who was, is, or is threatened to be made a named defendant or respondent in a proceeding in advance of the final disposition of the proceeding and without any determination as to the Indemnitee's ultimate entitlement to indemnification; provided, however, that any expenses incurred by any such Indemnitee in advance of the final disposition of a proceeding, shall be made only upon delivery to the Corporation of a written affirmation by such Indemnitee in good faith that the standard of conduct necessary for indemnification under paragraph (a) of this Article VIII has been met and a written undertaking, by or on behalf of such Indemnitee, to repay all amounts so advanced if it shall ultimately be determined that such Indemnitee is not entitled to be indemnified under paragraph (a) of this Article VIII."

5. In accordance with Florida Statute Section 607.1003, the referred to amendments were adopted by the Board of Directors of the Corporation on December 9, 2022 by unanimous written consent, and by written consent given on December 9.

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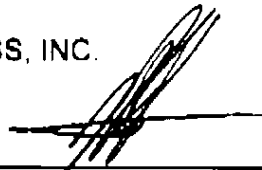
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2022 by the shareholders of the Corporation entitled to vote thereon in accordance with Florida Statutes Section 607.0704. The number of votes cast for the Amendment by the shareholders of the Corporation was sufficient for approval of the Amendment.

6. Upon the filing of these Articles of Amendment by the Department of State, the above referred to amendment shall become effective and the Articles of Incorporation of the Corporation shall be deemed to be amended accordingly.

DATED this 9 day of December, 2022.

SAWCROSS, INC.



By: Mark E. Hickinbotham
Its: President

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