

H64556

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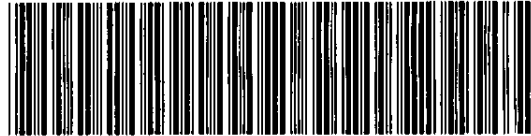
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16 MAY 18 AM 10:39
16 MAY 18 AM 10:19

MAY 19 2016

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TALLAHASSEE, FLORIDA 32301
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May 18, 2016

Secretary of State
2661 Executive Center Circle West
Tallahassee, Florida 32301

VIA HAND DELIVERY

Re: **Mabry Corporation**
Document Number H64556

Dear Madam/Sir:

Enclosed are an original and one copy of the Amended and Restated Articles of Incorporation of **Mabry Corporation**, a Florida corporation. Also enclosed is this firm's check in the amount of \$43.75, comprised of a \$35.00 filing fee and an \$8.75 certified copy fee.

Please do not hesitate to phone our office if you have any questions. We will have our messenger return to pick up the certified copy and the certificate of filing, if you will be so kind as to call me at 425-5457 to let me know they are ready.

Thank you in advance for your usual assistance in these matters.

Sincerely,



Donna Marie Walters, FRP
Florida Registered Paralegal

/dmw

Enclosures

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MABRY CORPORATION**

H64556

Pursuant to the provisions of Section 607.1007, Florida Statutes, the undersigned, being the Board of Directors, file these Amended and Restated Articles of Incorporation.

ARTICLE I.

Name and Principal Address

The name of this Corporation is **Mabry Corporation**. The principal place of business and the mailing address of this Corporation are 39 Schwall Road, Havana, Florida 32333-6096 and P.O. Box 2369, Havana, Florida 32333-2369, respectively.

ARTICLE II.

Nature of Business


The Corporation may engage in any activity or business that is lawful under the laws of the United States of America and the State of Florida. The Corporation shall have all powers provided by law.

ARTICLE III.

Address of Registered Office and Registered Agent

The street address of the Registered Office of this Corporation in the State of Florida shall be 39 Schwall Road, Havana, Florida 32333-6096. The name of the Registered Agent of the Corporation at the above address is **Magnus D. Peavy, III**. The Board of Directors may from time to time change the Registered Office to any other address in the State of Florida or change the Registered Agent.

Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in these Articles, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Magnus D. Peavy, III, Registered Agent

ARTICLE IV.
Term of Corporate Existence

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V.
Stock

The authorized capital stock of this Corporation shall consist of ten (10) shares of common voting stock with a par value of Fifty Dollars (\$50.00) per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors, but not less than par value. Each issued and outstanding share of voting Common Stock shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the Shareholders of the Corporation. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock; and such agreements may take the form of options, rights of first refusal, buy and sell agreements, or any other lawful form of agreements.

ARTICLE VI.
Number of Directors

This Corporation shall have no fewer than one (1) Director. The number of Directors shall be determined as provided in the Bylaws, and the terms of all directors shall be as provided in the Bylaws. All directors shall hold office after their election until their respective successor is duly elected and qualified. The name and street address of the Director as of the filing of these amended and Restated Articles are as follows:

Magnus D. Peavy, III
8906 Florida-Georgia Highway
Havana, Florida 32333

ARTICLE VII.
Officers

The Corporation shall have a president, a secretary, and a treasurer and may have additional and assistant officers including, without limitation thereto, one or more vice-presidents, assistant secretaries, and assistant treasurers, with such duties as may be described by the Bylaws or as may be determined by the Board of Directors. A person may hold more than one office. The names and addresses of the officers are as follows:

President	Magnus D. Peavy, III 8906 Florida-Georgia Highway Havana, Florida 32333
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Secretary and Treasurer **Lisa S. Weaver**
145 James Jackson Road
Havana, Florida 32323

ARTICLE VIII.

Transactions in which Directors or Officers are Interested

A. No contract or other transaction between the Corporation and one or more of its Directors or officers or between the Corporation and any other Corporation, firm, or entity in which one or more of the Corporation's Directors or officers are Directors or officers or have a financial interest shall be void or voidable solely because of such relationship or interest or solely because such Director or Directors or officer or officers is present at or participates in the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or solely because his or their votes are counted for such purpose, if:

1. The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Director or Directors; or
2. The fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote thereon and they authorize, approve, or ratify such contract or transaction by vote or written consent.

B. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

ARTICLE IX.

Indemnification

The Corporation shall indemnify any person who was or is a party, or is threatened to be 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 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, against expenses (including attorneys' fees, judgments, fines, and amounts paid in settlement) actually and reasonably incurred by him in connection with such action, suit, or proceeding, including appeals, unless he acted with gross negligence or willful misconduct. Determination of any action, suit, or proceeding by judgment, order, settlement, or conviction shall not create a presumption that the person acted with gross negligence or willful misconduct. The determination of whether a person acted within the standard of conduct described above shall be made in one of the following manners:

1. a majority vote of a quorum of directors who were not parties to the action, suit, or proceeding; or
2. if a majority of the disinterested directors so requests, by independent legal counsel in a written opinion; or
3. if a majority of the disinterested directors so requests, by a qualified independent arbitrator.

Success on the merits in defense of any action, suit, or proceeding shall be determinative that the person acted within the necessary standard of conduct, and no further determination shall be necessary.

Expenses, including attorneys' fees, incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding, upon a preliminary determination by the disinterested Board members that the person did not act with gross negligence or willful misconduct, upon receipt of an undertaking by such person to repay such amount upon any ultimate determination that he acted with gross negligence or willful misconduct.

Indemnification as provided hereunder shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of his heirs, executors, administrators, and assigns.

The Corporation shall have the power to purchase and maintain insurance on behalf of any person who 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, against any liability asserted against him and incurred by him in any such capacity, or arising out of the status as such, whether or not the Corporation has the power to indemnify him against such liability under the provisions of this Article.

ARTICLE X.

Financial Information

The Corporation shall not be required to prepare and provide a balance sheet or a profit and loss statement to its shareholders, nor shall the Corporation be required to file a balance sheet or profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the shareholders each year hereafter unless a resolution to the contrary has been adopted by the shareholders.

ARTICLE XI.
Amendment of Articles of Incorporation

16 MAY 18 AM 10:39


The power to adopt, alter, amend, or repeal these Articles of Incorporation shall be vested in the shareholders holding a majority of the issued voting shares.

ARTICLE XII.
Adoption

These Amended and Restated Articles of Incorporation were adopted on May 12, 2016, by the vote of not less than a majority of the outstanding shares of its voting common stock, which vote was sufficient under Chapter 607, Florida Statutes, for the adoption of these Amended and Restated Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned hereby executes this document for the purpose of amending and restating the Articles of Incorporation of this Corporation under the laws of the State of Florida, this 16 day of May, 2016.

The undersigned submit this document and affirm that the facts stated herein are true. Each of the undersigned is aware that the false information submitted in a document to the Department of State constitutes a third-degree felony as provided in Section 817.155, F.S.


MAGNUS D. PEAVY, III
President and Director