258724

Ajax Building Corporation
Requestor's Name

251 E. Harrison St
Address

Tallahassee FL 32301
City/State/Zip

Phone #
904-224-9571

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Ajax Building Corporation
(Corporation Name) (Document #)

2. ______________________
(Corporation Name) (Document #)

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*****87.50 *****87.50

3. ______________________
(Corporation Name) (Document #)

4. ______________________
(Corporation Name) (Document #)

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- [ ] ~~Pick up~~ time ____________
- [ ] Certified Copy
- [x] Mail out
- [ ] Will wait
- [ ] Photocopy
- [ ] Certificate of Status

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	NEW FILINGS
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

	AMENDMENTS
✓	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

5/4/97
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	OTHER FILINGS
	Annual Report
	Fictitious Name
	Name Reservation

	REGISTRATION/ QUALIFICATION
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

~~Mail Out~~
~~Amended~~ + Amended Restated

#00789, 00863, 00672

Examiner's Initials	

CR2E031(1/95)

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RECEIVED
MAY 14 1997
AJAX BUILDING CORPORATION
of Tallahassee

May 13, 1997

Ajax Building Corporation
251 E. Harrison St.
Tallahassee, FL 32301

SUBJECT: AJAX BUILDING CORPORATION
Ref. Number: 258724

We have received your document for AJAX BUILDING CORPORATION and your check(s) totaling $87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

If you have any questions concerning the filing of your document, please call (904) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 597A00025431

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DIVISION OF CORPORATIONS

98 MAY -4 AM 10: 36

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF AJAX BUILDING CORPORATION

The undersigned, acting as directors for the purpose of restating the Articles of Incorporation of AJAX BUILDING CORPORATION, under and by virtue of the laws of the State of Florida, adopt the following Amended and Restated Articles of Incorporation. This document was adopted on May 8, 1997.

ARTICLE I

These Restated Articles contain certain amendments requiring stockholder approval, and have been approved and adopted by the unanimous vote of all of the stockholders of the Corporation, which is sufficient under Chapter 607, Florida Statutes.

ARTICLE II

The name of the Corporation shall be AJAX BUILDING CORPORATION, and its present principal place of business is 251 East Harrison, in the City of Tallahassee, County of Leon, State of Florida.

ARTICLE III

The general nature of the business to be transacted by this Corporation shall be any business or purpose which is lawful under the laws of the State of Florida.

ARTICLE IV

The present registered agent, Doug C. Smith, shall remain the registered agent of the Corporation. The address of the registered agent shall be 1126 Carriage Road, Tallahassee, Florida 32312.

ARTICLE V

The Corporation shall have perpetual existence.

ARTICLE VI

The authorized capital stock of this Corporation shall consist DS of one hundred thousand (100,000) shares of ~~One Hundred~~ and 50/100 Dollars ($~~100~~.50) DS par value voting common stock, and five hundred (500) shares of preferred capital stock. The classes, preferences and other features of the preferred stock shall be set by resolution of the Corporation's Board of Directors.

EXHIBIT

A

ARTICLE VII

The number of directors shall be not less than one (1) nor more than seven (7). However, the number of directors may be increased or decreased from time to time by the Board of Directors of the Corporation, or by the stockholders at an annual or special meeting thereof. The names and addresses of the current Board of Directors are as follows:

Name	Address
Doug C. Smith	1126 Carriage Road Tallahassee, Florida 32312

ARTICLE VIII

Holders of the capital stock of the Corporation shall not have the preemptive right to purchase any new shares of stock or securities, or rights to acquire stock or securities of the Corporation. Cumulative voting shall not be allowed in the election of directors or for any other purpose.

ARTICLE IX

The officers of the Corporation shall be a president, vice president, secretary and a treasurer, and such other officers or agents as may be appointed by the Board of Directors. All officers, agents or employees as may be necessary shall be chosen in such a manner, for such time, as have such duties as may be described by the By-Laws or determined by the Board of Directors. The names of the current officers are as follows:

President	Doug C. Smith
Vice President, Treasurer	Kevin Smith
Secretary	Karen Smith

ARTICLE X

The Corporation shall 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 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 matters:

i. A majority vote of a quorum of directors who were not parties to the action, suit, or proceeding; or

ii. If a majority of the disinterested directors so requests, by independent legal counsel in a written opinion; or

iii. 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 section.

IN WITNESS OF THE FOREGOING, the undersigned directors have executed these Amended and Restated Articles of Incorporation this 8th day of May, 1997.

Doug C. Smith
DOUG C. SMITH, President/Director

STATE OF FLORIDA,
COUNTY OF LEON.

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the state aforesaid and in the county aforesaid to take acknowledgements, personally appeared DOUG C. SMITH, to me known to be the individual described in and who executed the foregoing Amended and Restated Articles of Incorporation of AJAX BUILDING CORPORATION, ~~or produced~~ personally known as identification, and who, after being duly sworn by me, did acknowledge before me that they executed the same for the uses and purposes therein expressed.

WITNESS my hand and official seal in the state and county last aforesaid this 8th day of May, 1997.

Kai Page
NOTARY PUBLIC - STATE OF FLORIDA

Kai Page
MY COMMISSION # CC489908 EXPIRES
August 20, 1999
BONDED THRU TROY FAIN INSURANCE, INC.

(SEAL)

Print, Type or Stamp Name of Notary Public

Kai Page
MY COMMISSION # CC489
August 20
BONDED THRU

G:\users\charlie\ajax\ajax.aar