

# F69388



ACCOUNT NO. : 072100000032  
 REFERENCE : 229247 3487A  
 AUTHORIZATION :  
 COST LIMIT : \$ *Patricia Pignatelli*

ORDER DATE : May 5, 1999  
 ORDER TIME : 2:26 PM  
 ORDER NO. : 229247-005  
 CUSTOMER NO: 3487A

*Amended &  
Restated  
Articles*

700002864207--5

CUSTOMER: Ms. Kristen Gaines  
 Icard Merrill Cullis Timm  
 2033 Main Street, Suite 600  
 P. O. Drawer 4195  
 Sarasota, FL 34237

DOMESTIC AMENDMENT FILING

RECEIVED  
 99 MAY -5 PM 3:14  
 DEPARTMENT OF STATE  
 DIVISION OF CORPORATIONS  
 TALLAHASSEE, FLORIDA

FILED  
 99 MAY -5 AM 10:57  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

NAME: WILSON EXCAVATORS, INC.

FICTIVE DATE:

ARTICLES OF AMENDMENT  
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
 PLAIN STAMPED COPY  
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

*DDR*  
*5/5/99*

ARTICLES OF AMENDMENT  
AND RESTATEMENT OF THE  
ARTICLES OF INCORPORATION OF  
  
**WILSON EXCAVATORS, INC.**

99 MAY -5 AM 10:57  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1007, Florida Statutes, this Corporation adopts the following Articles of Amendment and Restatement to its Articles of Incorporation:

1. This Corporation hereby amends and restates its Articles of Incorporation originally dated March 3, 1982 and filed as document number F69388.
2. The name of the Corporation is Wilson Excavators, Inc.
3. This Corporation's Articles of Incorporation are hereby amended and restated, as follows:

**ARTICLE I - NAME**

The name of the Corporation is WILSON EXCAVATORS, INC.

**ARTICLE II - TERM OF EXISTENCE**

The Corporation is to exist perpetually.

**ARTICLE III - PURPOSES**

The purposes of the Corporation are to engage in any lawful act, activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV - PRINCIPAL OFFICE**

The principal office and mailing address of this Corporation is 552 Catarzi Way, Sarasota, Florida 34232.

**ARTICLE V - CAPITAL STOCK**

The shares of stock of the Corporation shall consist of only one class of stock. The number of shares of stock this Corporation is authorized to issue and have outstanding is One Thousand (1000) shares of Common Stock, without par value. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote

for each share on all matters on which shareholders have the right to vote.

#### **ARTICLE VI - REGISTERED AGENT AND ADDRESS**

The street address of the Corporation's registered office is 5335 Sarapointe Drive, Sarasota, Florida 34232. The registered agent for the Corporation at that address is Robert H. Wilson.

#### **ARTICLE VII - DIRECTORS**

The board of directors shall consist of not less than one (1) member. The names and address of the persons who will serve on the board of directors are:

- Robert H. Wilson, 552 Catarzi Way, Sarasota, Florida 34232
- Lillie M. Wilson, 552 Catarzi Way, Sarasota, Florida 34232
- Robert H. Wilson, Jr., 552 Catarzi Way, Sarasota, Florida 34232
- Donald Wilson, 552 Catarzi Way, Sarasota, Florida 34232

#### **ARTICLE VIII - INCORPORATOR**

The name and address of the original incorporator to these Articles of Incorporation is: Robert H. Wilson, 552 Catarzi Way, Sarasota, Florida 34232

#### **ARTICLE IX - INDEMNIFICATION**

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

#### **ARTICLE X - AMENDMENT**

The Articles of Incorporation may be amended in certain instances by the Board of Directors pursuant to applicable law and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders meeting by a majority of the stock entitled to vote thereon.

## ARTICLE XI - SHAREHOLDER ACTION

An affirmative vote of a majority of the shares of the capital stock of the Corporation shall be required for any Shareholder action.

4. The Articles of Amendment and Restatement to the Articles of Incorporation requires Shareholder approval. These Articles of Amendment and Restatement to the Articles of Incorporation are approved by the Shareholders. The number of votes cast for the Articles of Amendment and Restatement to the Articles of Incorporation were sufficient for approval. These Amended and Restated Articles were adopted on December 15, 1998.

IN WITNESS WHEREOF, the undersigned Officer of this Corporation has executed these Articles of Amendment and Restatement to Articles of Incorporation as of December 15, 1998.

WILSON EXCAVATORS, INC.

By:   
ROBERT H. WILSON, President

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