

F86117

(Requestor's Name)

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(City/State/Zip/Phone #)

☐ PICK-UP

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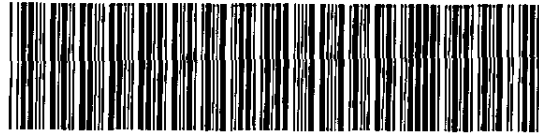
(Business Entity Name)

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*Amended &
Restated
Articles*

FILED
SEP - 8 PM 1:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
SEP - 7 AM 10:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*02250, 00615, 00672

for
9/8/05



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 582160 3487A

AUTHORIZATION

COST LIMIT : \$ 43.75

ORDER DATE : September 7, 2005

ORDER TIME : 10:09 AM

ORDER NO. : 582160-005

CUSTOMER NO: 3487A

CUSTOMER: Ms. Jennifer L. Shariff-bey
Icard Merrill Cullis Timm
Suite 600
2033 Main Street
Sarasota, FL 34237

DOMESTIC AMENDMENT FILING

NAME: UNIVERSAL LUMBER SPECIALTIES,
INC.

EFFECTIVE DATE:

XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Cindy Harris -- EXT# 2937

EXAMINER'S INITIALS: _____



RESUBMIT
~~Please give original~~
~~submission date as file date.~~

FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

September 7, 2005

CSC
Atten: Cindy Harris
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: UNIVERSAL LUMBER SPECIALTIES, INC.
Ref. Number: F86117

We have received your document for UNIVERSAL LUMBER SPECIALTIES, INC. and the authorization to debit your account in the amount of \$43.75. However, the document has not been filed and is being returned for the following:

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey
Document Specialist

Letter Number: 905A00055602

9/8/05 - Corrected agent on documents.

RECEIVED
05 SEP - 8 AM 8:41
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT AND RESTATEMENT FILED
OF
THE ARTICLES OF INCORPORATION 05 SEP -8 PM 1:17
OF
UNIVERSAL LUMBER SPECIALTIES, INC. 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 of its Articles of Incorporation.

1. This Corporation hereby amends and restates its Articles of Incorporation originally dated June 21, 1982 and filed on June 21, 1982, and filed as Document Number F86117.

2. These Articles of Amendment and Restatement of the Articles of Incorporation of Universal Lumber Specialties, Inc., were adopted on August 16, 2005 by the Board of Directors of the Corporation and the Shareholders. The number of votes cast for the Articles of Amendment and Restatement were sufficient for approval.

3. This Corporation's Articles of Incorporation are hereby amended and restated as follows:

ARTICLE I - NAME

The name of the corporation ("Corporation") is Universal Lumber Specialties, 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 AND MAILING ADDRESS

The principal office and mailing address of this Corporation is 2000 Webber Street, Sarasota, FL 34239.

ARTICLE V - CAPITAL STOCK

The authorized capital stock of Corporation shall consist of five thousand (5,000) shares of Class A Voting Common Stock, \$1.00 par value and five hundred thousand (500,000) shares of Class B Non-Voting Common Stock, \$1.00 par value.

Except for voting rights attributable solely to the Class A Voting Common Stock, with respect to all other rights including but not limited to, distribution rights and liquidation rights, the Class A Voting Common Stock and the Class B Non-Voting Common Stock shall share all other rights equally.

The recapitalization of the Corporation's Capital Stock will be accomplished by the Corporation exchanging each share of the Corporation's existing Common Stock for (a) one (1) share of Class A Voting Common Stock, \$1.00 par value and (b) one thousand (1,000) shares of Class B Non-Voting Common Stock, \$1.00 par value.

ARTICLE VI - REGISTERED AGENT AND ADDRESS

The street address of the Corporation's registered office is 3130 63rd Avenue East, Bradenton, FL 34203. The initial registered agent for the Corporation at that address is Rocky Smith.

ARTICLE VII - INCORPORATOR

The name and street address of the original incorporator to these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Gail Shelby	502 East Park Avenue Tallahassee, Florida 32301

ARTICLE VIII - INDEMNIFICATION

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

ARTICLE IX - AMENDMENT

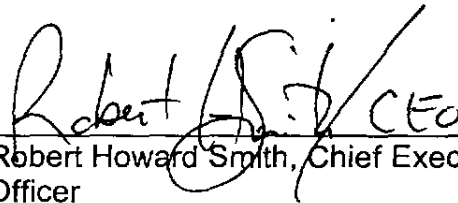
The Articles of Incorporation may be amended in certain instances by the Board of Directors pursuant to applicable law and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders meeting by a majority of the stock entitled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

ARTICLE XII - SHAREHOLDER ACTION

An affirmative vote of fifty-one percent (51%) of the shares of the Class A Voting Common Stock of the Corporation shall be required for any Shareholder action.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Amendment and Restatement of Articles of Incorporation as of August 17, 2005.

Universal Lumber Specialties, Inc.

By:  CEO
Robert Howard Smith, Chief Executive
Officer