

G82885

Florida Department of State
Division of Corporations
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
VEOLIA ES CYPRESS ACRES LANDFILL, INC.**

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Veolia ES Cypress Acres Landfill, Inc.

DOCUMENT NUMBER: G82885

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Cameron Brown

Name of Contact Person

Winston and Strawn LLP

Firm/ Company

200 Park Avenue

Address

New York, NY 10166

City/ State and Zip Code

csbrown@winston.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Cameron Brown

Name of Contact Person

at (212) 294-5306

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|------------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input type="checkbox"/> \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed) |
|------------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------|

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

FILED

Articles of Amendment
to
Articles of Incorporation
of

2012 DEC -3 PM 2: 53

Veolia ES Cypress Acres Landfill, Inc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Name of Corporation as currently filed with the Florida Dept. of State)

G82885

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

Advanced Disposal Services Cypress Acres Landfill, Inc.

The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable:
(Principal office address MUST BE A STREET ADDRESS)

N/A

C. Enter new mailing address, if applicable:
(Mailing address MAY BE A POST OFFICE BOX)

N/A

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent N/A

(Florida street address)

New Registered Office Address: _____ Florida _____
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P - President; VP - Vice President; T - Treasurer; S - Secretary; D - Director; TR - Trustee; C - Chairman or Clerk; CEO - Chief Executive Officer; CFO - Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change. Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

Change PT John Doe
 Remove V Mike Jones
 Add SV Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	<u>PD</u>	<u>James M. Long</u>	<u>125 S. 84th Street</u> <u>Suite 200</u> <u>Milwaukee, WI 53214</u>
2) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	<u>VTD</u>	<u>Raphael B. Bruckert</u>	<u>125 S. 84th Street</u> <u>Suite 200</u> <u>Milwaukee, WI 53214</u>
3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	<u>AT</u>	<u>Henry P. Karius</u>	<u>125 S. 84th Street</u> <u>Suite 200</u> <u>Milwaukee, WI 53214</u>
4) <input checked="" type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u>AT</u>	<u>Michael C. Gunnelson</u>	<u>7915 Baymeadows Way</u> <u>Suite 300</u> <u>Jacksonville, FL 32256</u>
5) <input checked="" type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u>V</u>	<u>James M. Rooney</u>	<u>7915 Baymeadows Way</u> <u>Suite 300</u> <u>Jacksonville, FL 32256</u>
6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Dougherty</u>	<u>1029 Welsh Ayres Way</u> <u>Downingtown, PA 19335</u>

Please see Exhibit A attached hereto.

Page 2 of 4

				Suite 300 Jacksonville, FL 32256
19.	<u>X</u> Add	Senior Vice President – Operations	Randy Arnold	7915 Baymeadows Way Suite 300 Jacksonville, FL 32256
20.	<u>X</u> Add	Controller and Director of Finance and Accounting	Chris Diaz	7915 Baymeadows Way Suite 300 Jacksonville, FL 32256
21.	<u>X</u> Add	Corporate Director – Safety	Bobby Greene	7915 Baymeadows Way Suite 300 Jacksonville, FL 32256
22.	<u>X</u> Add	Vice President of Sales	George Sides	7915 Baymeadows Way Suite 300 Jacksonville, FL 32256
23.	<u>X</u> Add	Vice President of Risk Management	Marti Dickman	7915 Baymeadows Way Suite 300 Jacksonville, FL 32256
24.	<u>X</u> Add	Vice President of Corporate Recycling	Eric James	7915 Baymeadows Way Suite 300 Jacksonville, FL 32256

E. If amending or adding additional Articles, enter change(s) here:
(Attach additional sheets, if necessary). (Be specific)

N/A

F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:
(If not applicable, indicate N/A)

N/A


The date of each amendment(s) adoption: November 20, 2012

Effective date (if applicable): _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):
"The number of votes cast for the amendment(s) was/were sufficient for approval
by _____"
(voting group)
- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated November 29, 2012

Signature 
(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Christian B. Mills

(Typed or printed name of person signing)
Assistant Secretary

(Title of person signing)

Articles of Amendment
to
Articles of Incorporation
of
Veolia ES Cypress Acres Landfill, Inc.
G82885

Exhibit A: Officers/Directors, continued:

No.	Type of Action	Title	Name	Address
7.	<u>X</u> Remove	Vice President and Secretary	Michael K. Slattery	200 E. Randolph Street, #7090 Chicago, IL 60601
8.	<u>X</u> Add	Director, Vice President – General Counsel, Secretary	Scott Friedlander	7915 Baymeadows Way Suite 300 Jacksonville, FL 32256
9.	<u>X</u> Add	Director, Deputy General Counsel, Assistant Secretary	Christian B. Mills	7915 Baymeadows Way Suite 300 Jacksonville, FL 32256
10.	<u>X</u> Add	Chief Executive Officer	Charles C. Appleby	7915 Baymeadows Way Suite 300 Jacksonville, FL 32256
11.	<u>X</u> Add	President	Richard Burke	7915 Baymeadows Way Suite 300 Jacksonville, FL 32256
12.	<u>X</u> Add	Chief Operating Officer	Walter H. Hall, Jr.	7915 Baymeadows Way Suite 300 Jacksonville, FL 32256
13.	<u>X</u> Add	Chief Financial Officer, Treasurer	Steven R. Carn	7915 Baymeadows Way Suite 300 Jacksonville, FL 32256
14.	<u>X</u> Add	Chief Marketing Officer	Mary O'Brien	7915 Baymeadows Way Suite 300 Jacksonville, FL 32256
15.	<u>X</u> Add	East Regional Vice President	Dave Lavender	7915 Baymeadows Way Suite 300 Jacksonville, FL 32256
16.	<u>X</u> Add	South Regional Vice President	Charlie Gray	7915 Baymeadows Way Suite 300 Jacksonville, FL 32256
17.	<u>X</u> Add	Vice President of Corporate Human Resources	Glenn Guest	7915 Baymeadows Way Suite 300 Jacksonville, FL 32256
18.	<u>X</u> Add	Vice President Landfills	Gerald Allen	7915 Baymeadows Way