

244215

Florida Department of State  
Division of Corporations  
Public Access System

## Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet.** Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H09000030511 3)))



H090000305113ABCT

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:  
Division of Corporations  
Fax Number : (850) 617-6380

From:  
Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
Phone : (850) 222-1092  
Fax Number : (850) 878-5368

**\*RE-SUBMIT\***

Please retain original filing  
date of submission 2/10/09

**COR AMND/RESTATE/CORRECT OR O/D RESIGN****KINGSPAN INSULATED PANELS INC.**

Certificate of Status	1
Certified Copy	0
Page Count	054
Estimated Charge	\$43.75

2009 FEB 10 PM 2:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

Electronic Filing Menu

Corporate Filing Menu

Help

Amended &amp; Restated

TB

2-11-09



February 10, 2009

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

KINGSPAN INSULATED PANELS INC.  
725 SUMMERHILL DRIVE  
DELAND, FL 32724

SUBJECT: KINGSPAN INSULATED PANELS INC.  
REF: 244215

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6925.

Teresa Brown  
Regulatory Specialist II

FAX Aud. #: H09000030511  
Letter Number: 409A00004756

**\*RE-SUBMIT\***

Please retain original filing  
date of submission 2/10/09

P.O. BOX 6327 - Tallahassee, Florida 32314

RECEIVED  
2009 FEB 11 AM 8:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED  
2009 FEB 10 PM 2:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF

**KINGSPAN INSULATED PANELS INC.**  
**(a Florida Corporation)**

Article I: The name of the corporation is Kingspan Insulated Panels Inc.

Article II: The principal place of business and mailing address of this corporation is 725 Summerhill Drive, Deland, Florida 32724.

Article III: The number of shares of stock that the corporation is authorized to have outstanding at any one time is 3,000 all of which are of a par value of \$1.00 dollar each and classified as Common shares.

Article IV: The name and address of the registered agent is CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324.

The written acceptance of the registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, was filed with the Florida Corporation on January 22, 2009, and remains unchanged.

Article V: The number of Directors of this corporation shall be not less than one (1) nor more than five (5). The names, street addresses and titles of the current officers and directors of the corporation are:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
Russell Shiels	7510 Montevideo Road Jessup, MD 20794	Director and President
Gene M. Murtagh, Jr.	Dublin Road, Kingscourt Co. Cavan Ireland	Director
Dermot Mulvihill	Dublin Road, Kingscourt Co. Cavan Ireland	Director

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
Ilhan Eser	2000 Morgan Road Modesto, CA 95358	Director and Vice President
Carlo Vezza	725 Summerhill Drive Deland, FL 32724-2024	Secretary, VP and Treasurer

Article VI: The purpose for which the corporation is organized, in addition to engaging in any or all lawful business for which corporations may be incorporated under the provisions of the Florida Statutes, is the manufacture and sale of insulated construction panels, residential and commercial garage door panels and cold storage and industrial doors.

Article VII: The period of duration of the corporation is perpetual.

Article VIII: The corporation shall, to the fullest extent legally permissible under the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify and hold harmless any and all persons whom it shall have power to indemnify under said provisions from and against any and all liabilities (including expenses) imposed upon or reasonably incurred by him in connection with any action, suit or other proceeding in which he may be involved or with which he may be threatened, or other matters referred to in or covered by said provisions both as to action in his official capacity and as to action in any other capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer of the corporation.

Such indemnification provided shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, Agreement or Resolution adopted by the shareholders entitled to vote thereon after notice.

Article IX: The Corporation's Bylaws may be altered, amended or repealed or new Bylaws may be adopted by the Stockholders or by the Board of Directors, at any regular meeting of the stockholders or of the Board of Directors or at any Special Meeting of the Stockholders or of the Board of Directors if notice of such alteration, amendment, repeal or adoption of new Bylaws be contained in the notice of such Special Meeting. The power to adopt, amend or repeal Bylaws is conferred upon the Board of Directors shall not divest or limit the power of the stockholders to adopt, amend or repeal Bylaws.

Article X: These Amended and Restated Articles of Incorporation were approved on February 4, 2009 by the sole Shareholder of this corporation, holding 1,450 shares of common stock, and representing a significant number of votes cast for approval.

In accordance with Section 608.408(3) of the Florida Statutes, execution of this document by the undersigned constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

[signature page follows]

Dated this 4th day of February, 2009.

KINGSPAN INSULATED PANELS INC.

By:

  
Russell Gels, President