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LAW OFFICES OF
WILLIAM J. KANANACK

SUITE 600-ONE HARBOR PLACE
1901 S. HARBOR CITY BLVD.
MELBOURNE, FL 32901

TELEPHONE (321) 726-8595
FACSIMILE (321) 726-8255
wjkk@wjklaw.com

FARKAS & MORSE LLP
1101 30TH STREET, NW
WASHINGTON, DC 20007
wjkk@farkasmorse.com

March 16, 2005

Department of State
Division of Corporations
PO Box 6237
Tallahassee, FL 32314

Attention: Amendment Section

Re: BUILDING MATERIALS CENTER, INC.

To Whom It May Concern:

I have enclosed for processing by the Amendment Section of the Division of Corporations one original and one copy of the First Restated Articles of Incorporation for the above-referenced corporation. A certificate required by subsection 4 of §607.1007 Florida Statutes is also enclosed together with a check to cover both the filing fee (\$35.00) and the certification (\$8.75). The check in the amount of forty-three 75/100 (\$43.75) is made payable to the Department of State.

Please call me if you have any questions.

Thank you.

Sincerely yours,



William J. Kananack

**FIRST RESTATED
ARTICLES OF INCORPORATION
OF
BUILDING MATERIALS CENTER, INC.**

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The First Restated Articles of Incorporation of Building Materials Center, Inc., shall replace in their entirety the Articles of Incorporation and all amendments thereto as are in existence prior to the filing of these First Restated Articles.

ARTICLE I

NAME

The name of the Corporation is BUILDING MATERIALS CENTER, INC.

ARTICLE II

PRINCIPAL OFFICE

The principal office and mailing address of the Corporation is 465-B Distribution Drive, Melbourne, FL 32904.

ARTICLE III

PURPOSE OF CORPORATION

The general nature of the business transacted by Corporation and the purposes for which this Corporation is formed are as follows:

A. To engage in every phase and aspect of the business as determined by the Board of Directors from time to time including, without limitation, the manufacture, design, construction, ownership, use, purchase, sale or lease, of articles and property of all kinds and to render services of all kinds, and to engage in any lawful act or activity for which corporations may be organized under the laws of the United States and the State of Florida.

B. To invest the funds of this Corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary to the operation of the Corporation.

C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objectives of the Corporation.

ARTICLE IV TERM OF EXISTENCE

The original Articles of Incorporation of the Company were filed with the Secretary of State on November 14, 1969. The First Restated Articles of Incorporation of the Corporation shall take effect as of the date the First Restated Articles are filed with the Florida Department of State, Division of Corporations. The Company shall have perpetual existence unless dissolved according to law.

ARTICLE V CORPORATE CAPITALIZATION

A. The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is one hundred thousand (100,000) shares of common stock having a par value of \$.001 per share.

B. The Board of Directors of the Corporation may authorize, from time to time, the issuance of shares of common stock for such consideration as the Board of Directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in these First Restated Articles of Incorporation, as amended, the Bylaws of the Corporation, or the applicable provisions of Chapter 607 of the Florida Statutes.

ARTICLE VI VOTING RIGHTS

Except as otherwise provided by law, the entire power for the election of Directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding shares of common stock.

ARTICLE VII
REGISTERED AGENT

The Registered Agent of the Corporation shall be Douglas G. Robertson, whose business office is identical with the Corporation's registered office set forth below.

ARTICLE VIII
ADDRESS OF REGISTERED OFFICE

The street address of the registered office of this Corporation is 465-B Distribution Drive, Melbourne, FL 32904.

ARTICLE IX
BOARD OF DIRECTORS

A. The business of this Corporation shall be managed by the Board of Directors. The Board of Directors shall have two (2) Directors.

B. The number of Directors may be either increased or diminished from time to time by the Bylaws, adopted by the shareholders or Directors, but shall never be less than one (1).

C. The name and street addresses of the initial members of the Board of Directors, to hold office for the next calendar year, or until successors are elected or appointed and have been qualified, are:

<u>Name</u>	<u>Street Address</u>
Douglas G. Robertson	465-B Distribution Drive Melbourne, FL 32904
Earl E. Matthews, III	465-B Distribution Drive Melbourne, FL 32904

ARTICLE X

BYLAWS

The power to adopt, amend or repeal the Bylaws of this Corporation shall be vested in the Board of Directors and the shareholders. The Board of Directors shall have the power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE XI

INDEMNIFICATION

This Corporation shall to the fullest extent permitted by law, as amended and supplemented from time to time, indemnify any and all persons whom it shall have power to indemnify from and against any and all expenses, liabilities or costs, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders, or disinterested directors, or otherwise, both as to actions in an official capacity, or to actions in another capacity while holding office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of any such person.

ARTICLE XII

INCORPORATOR

The name and addresses of the Incorporators and Subscribers to the original Articles of Incorporation as of the date of the filing of such Articles of Incorporation with the Secretary of State were as follows:

Name

Street Address

George E. Pate

137 Woodland Drive
West Melbourne, FL

Edgar G. Held, Jr.

660 Denise Drive
Eau Gallie, FL

Caroline S. Held

660 Denise Drive
Eau Gallie, FL

ARTICLE XIII
AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these First Restated Articles of Incorporation, or in any amendment hereto, or to add any provision to these First Restated Articles of Incorporation, or to any amendment hereto, in any manner now or hereafter permitted by the Florida Statutes.

IN WITNESS WHEREOF, the undersigned executed these First Restated Articles of Incorporation on this 16th day of March, 2005.



DOUGLAS G. ROBERTSON, President, Director

**BUILDING MATERIALS CENTER, INC.
RESTATED ARTICLES OF INCORPORATION
CERTIFICATE**

Pursuant to Resolution of the Board of Directors, dated March 16, 2005, Building Materials Center, Inc., duly adopted and replaced the Articles of Incorporation, as amended, with the First Restated Articles of Incorporation. Building Materials Center, Inc., pursuant to Florida Statutes §607.1007 hereby certifies the following:

1. The First Restated Articles of Incorporation of Building Materials Center, Inc., does not contain an amendment to the articles requiring shareholder approval.
2. The Board of Directors of Building Materials Center, Inc., adopted the First Restated Articles of Incorporation on March 16, 2005.
3. The duly adopted First Restated Articles of Incorporation of Building Materials Center, Inc., supersede the original articles of incorporation and all amendments to them.

Dated: March 16, 2005

BUILDING MATERIALS CENTER, INC

By: _____


Douglas G. Robertson, President/Director