

358169

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FOOTE STEEL CORPORATION

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EXAMINER

**2009 AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FOOTE STEEL CORPORATION**
[Florida Document Number: 358169]

Pursuant to the provisions of Section 607.1007, Florida Statutes, this Florida Profit Corporation adopts the following amended and restated Articles of Incorporation:

**ARTICLE I.
NAME**

The name of the corporation is **FOOTE STEEL CORPORATION**

**ARTICLE II.
SHARES**

The authorized capital stock of the Corporation shall consist of 1,000 shares of Class A Voting common stock, par value \$1.00 per share, and 9,000 shares of Class B Non-Voting common stock, par value \$ 1.00 per share. Each share of the Corporation's common stock shall have the same rights and preferences as each other share of the Corporation's common stock, except that each share of the Class A Voting common stock shall be entitled to vote on all matters submitted to the shareholders of the Corporation, and each share of the Class B Non-Voting common stock shall not be entitled to vote on any matter except as required by law.

Each share of common stock outstanding at the time this Amended and Restated Articles of Incorporation becomes effective shall automatically be converted into ten (10) shares of Class A Voting Common Stock and ninety (90) shares of Class B Non-Voting Common Stock. Immediately upon the effectiveness of these Articles of Amendment, the Corporation will expeditiously coordinate with its shareholders to arrange for the surrender of old shares and the issuance of new ones.

**ARTICLE III.
COMMENCEMENT OF CORPORATE EXISTENCE**

The Corporation's corporate existence commenced on January 14, 1970.

**ARTICLE IV.
PRINCIPAL OFFICE**

The address of the Principal Office of the corporation is as follows:

6635 Edgewater Drive
Orlando, FL 32810

The location of the Principal Office shall be subject to change as may be provided in bylaws duly adopted by the Corporation.

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**ARTICLE V.
MAILING ADDRESS**

The mailing address of the corporation is as follows:

6635 Edgewater Drive
Orlando, FL 32810

**ARTICLE VI.
REGISTERED OFFICE AND AGENT**

The address of the Registered Office of the corporation and the Registered Agent at such address are as follows:

William R. Lowman, Jr., Esq.
Shuffield, Lowman & Wilson, P.A.
1000 Legion Place, Suite 1700
Orlando, FL 32801

**ARTICLE VII.
BOARD OF DIRECTORS AND OFFICERS**

The number of Directors constituting the current Board of Directors of the corporation is three (3). The number of directors may be increased or decreased from time to time as provided in the bylaws of the Corporation, but in no event shall the number of directors be less than one (1). The names and addresses of the persons who are to serve as the current directors and officers until the next annual meeting of the shareholders of the corporation or until successor directors and officers are elected and shall qualify are as follows:

| | |
|---|-----------------------------|
| George E. Foote, Jr. 6635 Edgewater Drive Orlando, FL 32810 | Director and President |
| Agnes Y. Foote 6635 Edgewater Drive Orlando, FL 32810 | Director and Vice President |
| Georgiana G. Foote 6635 Edgewater Drive Orlando, FL 32810 | Director and Vice President |
| George T. Stewart, Jr. 6635 Edgewater Drive Orlando, FL 32810 | Treasurer and Secretary |

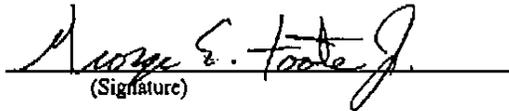
**ARTICLE VIII.
AMENDMENTS**

These Articles may be amended at any time by a vote of a majority of the directors or a majority of the shareholders entitled to vote thereon.

Adoption of Amendments:

These Amended and Restated Articles of Incorporation were adopted by the shareholders on May 11, 2009. The number of votes cast for the amendment by the shareholders was sufficient for approval.

Dated: May 18, 2009


(Signature)

George E. Foote, Jr.
(Typed or printed name of person signing)

President
(Title of person signing)

**ACCEPTANCE OF APPOINTMENT
BY INITIAL REGISTERED AGENT**

THE UNDERSIGNED, an individual resident of the State of Florida, having been named in the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the corporation.

DATED, this 19th day of May, 2009.



William R. Lowman, Jr.,
Registered Agent