

430901

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BASIC AMENDMENT  
CUSTOM WHOLESALE FLOORS INC.

Certificate of Status	0
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Page Count	04
Estimated Charge	\$43.75

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

December 10, 2003

CUSTOM WHOLESALE FLOORS INC.  
6930 PHILLIPS HWY  
37  
JACKSONVILLE, FL 32216US

SUBJECT: CUSTOM WHOLESALE FLOORS INC.  
REF: 430901

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.

The current name of the entity is as referenced above. Please correct your document accordingly.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

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

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Teresa Brown  
Document Specialist

FAX Aud. #: E03000333119  
Letter Number: 303A00066430

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

**OF**

**CUSTOM WHOLESALE FLOORS INC.**

The undersigned, President of Custom Wholesale Floors Inc., a Florida corporation (the "Corporation"), hereby certifies that the Shareholders and members of the Board of Directors of the Corporation, did on the 3rd day of December, 2003 unanimously adopt the following Amended and Restated Articles of Incorporation:

**ARTICLE I: NAME**

The name of the Corporation is Custom Wholesale Floors Inc.

**ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office of the Corporation is located at, and its mailing address is, 2655 Dawin Road North, Jacksonville, Florida 32207.

**ARTICLE III: CAPITAL STOCK**

(a) Authorized Capital Stock. This Corporation is authorized to issue 100,000 shares of common stock of par value of \$0.10 per share. One thousand (1,000) shares shall be designated as Class A Voting Common shares, and ninety-nine thousand (99,000) shares shall be designated as Class B Nonvoting Common shares. The preferences, limitations and relative rights of each of these classes of shares shall be identical, except for voting rights, as follows:

(i) Class A Voting Common Shares. Each holder of Class A Voting Common shares shall have one vote in respect of each share held, and the exclusive voting power with respect to the corporation shall be vested in the holders of the Class A Voting Common shares. At all meetings of voting shareholders, a majority in number of shares entitled to vote at such meetings, present either in person or represented by proxy, shall constitute a quorum.

(ii) Class B Nonvoting Common Shares. Except as otherwise expressly provided by law, the holders of Class B Nonvoting Common shares shall have no voting rights and shall not be entitled to notice of meetings of shareholders.

(b) Corporate Liquidation and Dissolution. In the event of voluntary or involuntary liquidation, dissolution or winding up of the corporation, the holders of record of the common stock shall be entitled to receive distribution, ratably, of the remaining assets of the corporation.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

(d) Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

(e) Exchange of Stock. Each share of common stock issued and outstanding as of the date hereof shall be converted into 0.10 share of Class A Voting Common stock and 9.9 shares of Class B Nonvoting Common stock, upon the filing of these Articles of Amendment and Restatement with the Secretary of State, State of Florida.

#### ARTICLE IV: REGISTERED OFFICE AND AGENT

The street address of the registered office of this Corporation is 2655 Dawin Road North, Jacksonville, Florida 32207, and the name of the registered agent of this Corporation at that address is Joseph H. DuPree.

#### ARTICLE V: DIRECTORS

(a) Number. The Corporation shall have two directors. The number of directors may be changed from time to time by bylaws adopted by the shareholders.

(b) Board of Directors. The name and address of the directors until the next annual meeting of the shareholders are as follows:

Joseph H. DuPree	2655 Dawin Road North Jacksonville, Florida 32207
Xenia DuPree	2655 Dawin Road North Jacksonville, Florida 32207

(c) Indemnification. The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

#### ARTICLE VI: BYLAWS

The Bylaws of this Corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

**ARTICLE VII: DURATION**

This Corporation shall exist perpetually. These Amended and Restated Articles of Incorporation shall become effective when filed with the Secretary of State, State of Florida.

IN WITNESS WHEREOF, I have made, signed and hereby acknowledge these Articles of Incorporation this 3rd day of December, 2003.

  
Joseph H. DuFree, President and Director

49636

**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

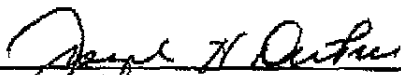
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In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That Custom Wholesale Floors, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Certificate of Incorporation, in the City of Jacksonville, County of Duval, State of Florida, has named Joseph H. Dupree, located at 2655 Dawin Road North, City of Jacksonville, County of Duval, State of Florida, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT: (MUST BE DESIGNATED AGENT)**

Having been named to accept service of process for the above-stated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
\_\_\_\_\_  
Joseph H. Dupree  
(Resident Agent)