

Division of Corporations

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526266

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D & W ELECTRIC COMPANY, INC.

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**RESTATEMENT
OF
ARTICLES OF INCORPORATION
OF
D & W ELECTRIC COMPANY, INC.**

In accordance with the provisions of Florida Statutes §607.1007, the undersigned, for the purpose of restating the Articles of Incorporation of **D & W ELECTRIC COMPANY, INC.**, a corporation formed and existing under the laws of the State of Florida, hereby adopt this Restatement of Articles of Incorporation:

**Article I
Name**

The name of this corporation is **D & W ELECTRIC COMPANY, INC.** The document number of this corporation is 526266.

**Article II
Principal Office and Mailing Address**

The principal office of this corporation is 2601 Pickettville Road, Jacksonville, FL 32220, and the mailing address of this corporation is P.O. Box 37544, Jacksonville, FL 32236-7544.

**Article III
Capital Stock**

Section 3.1. Capital Stock. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a par value of \$1.00 per share.

Section 3.2. Restriction on Transfer of Stock. The shareholders may, by bylaw provision, by shareholders' agreement recorded in the minute book or by endorsement on each stock certificate, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

Section 3.3. Approval of Shareholders Required for Merger. The approval of the shareholders holding sixty percent (60%) or more of the capital stock of this corporation eligible to vote with respect to any plan of merger or consolidation shall be required in every case, whether or not such approval is required by law.

Michael J. Ivan, Jr., Esquire
Ivan & Cole, P.A.
One Independent Drive, Suite 3131
Jacksonville, FL 32202
Telephone: (904) 358-3006

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Article IV
Registered Agent and Address

The name and street address of the registered agent of this corporation are:

Janice E. Carter
311 Scenic Point Lane
Orange Park, Florida 32003

Article V
Purposes

This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States of America and of the State of Florida.

Article VI
Directors and Officers

Section 6.1. Number. The number of directors may be increased or diminished from time to time, but shall never be less than one.

Section 6.2. Directors and Officers. The names and street addresses of the directors and officers of the corporation, and the offices held by each, are:

Daniel L. Carter
311 Scenic Point Lane
Orange Park, FL 32003

Director, President

Janice E. Carter
311 Scenic Point Lane
Orange Park, FL 32003

Director, Secretary, Treasurer

Section 6.3. Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

Section 6.4. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the fullest extent permitted by law.

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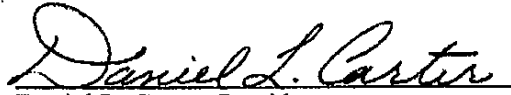
Article VII
Bylaws

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 VIII
Amendment

This corporation reserves the right to amend or repeal any provision contained in this Restatement of Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed this Restatement of Articles of Incorporation the 21st day of August, 2006.


Daniel L. Carter, President

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CERTIFICATE

In compliance with Section 607.1007(4), Florida Statutes, the following is submitted:

(a) The foregoing Restatement of Articles of Incorporation of D & W ELECTRIC COMPANY, INC., contain amendments that require shareholder approval.

(b) The amendment was approved by the shareholders on August 21, 2006. The number of votes cast for the amendment by the shareholders was sufficient for approval.

DATED this 21st day of August, 2006.


Daniel L. Carter, President