

5269104

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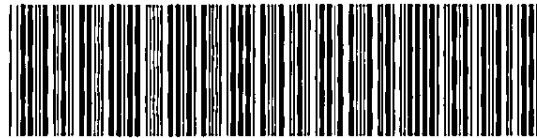
(Business Entity Name)

(Document Number)

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R. WHITE

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17 NOV 20 PM 1:51
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17 NOV 20 PM 2:24
SECRETARY OF STATE
TALLAHASSEE FL 32399

Incorporating Services, Ltd.

1540 Glenway Drive
Tallahassee, FL 32301
850.656.7956
Fax: 850.656.7953
www.Incserv.com
e-mail: info@incserv.com



ORDER FORM

TO Florida Department of State
Division of Corporations, Clifton
Building
2661 Executive Center Circle
Tallahassee, FL 32301
corphelp@dos.myflorida.com
850-245-6051

FROM Melissa Stops
mstops@incserv.com
850.656.7953

REQUEST DATE 11/20/2017

PRIORITY Routine

OUR REF # (Order ID#) 611033

ORDER ENTITY

U.S. CONSTRUCTION CORP.

PLEASE PERFORM THE FOLLOWING SERVICES:

U.S. CONSTRUCTION CORP. (FL)

File the attached amendment

Retrieve Certified Copies of the following documents:

NOTES:

\$43.75 Authorized

RETURN/FORWARDING INSTRUCTIONS:

ACCOUNT NUMBER: I20050000052

Please bill the above referenced account for this order.

If you have any questions please contact me at 656-7956,

Sincerely,

A handwritten signature in black ink, appearing to read "Melissa", written over a horizontal line.

Please bill us for your services and be sure to include our reference number on the invoice and courier package if applicable. For UCC orders, please include the thru date on the results.

AMENDED AND RESTATED
ARTICLES OF INCORPORATION

OF

U. S. CONSTRUCTION CORP.

EXECUTION
FILED

17 NOV 20 PM 2: 24

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

U. S. Construction Corp. (the "**Corporation**"), a corporation organized and existing under and by virtue of the Florida Business Corporation Act, as amended (the "**FBCA**"), does hereby certify as follows:

1. The name of this Corporation is U. S. Construction Corp., and the Corporation was originally formed on March 3, 1977. This Corporation's Articles of Incorporation were filed with the Department of State of the State of Florida pursuant to the FBCA then in effect and amended by that certain Articles of Amendment approved on July 24, 2002, but filed on October 2, 2014 (as amended, the "**Original Articles of Incorporation**").

2. The following resolutions amending and restating the Corporation's Original Articles of Incorporation were approved by the Corporation's Board of Directors (the "**Board**") and by the shareholders holding a majority of the issued and outstanding shares of Common Stock of the Corporation, in each case, by a joint action by written consent in lieu of a meeting dated as of November 10, 2017, in accordance with the provisions of Section 607.0704 and 607.0821 of the FBCA, as applicable. The number of votes cast by the shareholders was sufficient approval for these Amended and Restated Articles of Incorporation.

3. The Articles of Incorporation of the Corporation are hereby amended and restated in their entirety as follows (the "**A&R Articles of Incorporation**"):

Article I. NAME

The name of the Corporation is "**U. S. Construction Corp.**"

Article II. NATURE OF BUSINESS

This Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

Article III. CAPITAL STOCK

Section 3.01 The total number of shares of capital stock that the Corporation shall be authorized to issue is One Thousand (1,000) shares of common stock, par value of ten cents (\$0.10) per share ("**Common Stock**"). The holders of the Common Stock are entitled to one vote for each share of Common Stock held at all meetings of shareholders (and written actions in lieu of meetings). There shall be no cumulative voting.

Section 3.02 The Corporation has elected to be taxed as an S-Corporation pursuant to the Internal Revenue Code of 1986, as amended (the "**Code**," and such election, the "**S-Election**"). In addition to any other restrictions contained in the Corporation's by-laws, any agreement or instrument

to which the Corporation is a party, or otherwise applicable to the Common Stock, the following restrictions shall apply in order to protect the Corporation's S-Election:

(a) Until the S-Election has been terminated, the Corporation (i) may have only one (1) class of capital stock, (ii) no more than one hundred (100) shareholders, and (iii) only U.S. individuals (citizens or residents) may be shareholders; *provided*, that an entity, trust, estate or tax-exempt organization may be shareholder if it satisfies the requirements established under the Code (and any corresponding regulations) for a shareholder of an entity that has made an S-Election.

(b) The Corporation and every holder of Common Stock shall take any action reasonably required to preserve the Corporation's S-Election from any involuntary termination, and to preclude the Corporation from doing anything that would reasonably be expected to result in the involuntary termination of the S-Election.

(c) Section 3.02(b) notwithstanding, nothing in these A&R Articles of Incorporation shall restrict the right of the shareholders holding a majority of the issued and outstanding Common Stock to terminate the S-Election, and no damages shall be due to the Corporation, to any shareholder or any other holder of any Common Stock (or any interest therein) on account of such termination.

ARTICLE IV. DIRECTORS & SHAREHOLDERS

Section 4.01 The number of directors of the Corporation shall be determined in the manner set forth in the Bylaws of the Corporation. Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

Section 4.02 Meetings of shareholders may be held within or without the State of Florida, as the Bylaws of the Corporation may provide. The books of the Corporation may be kept outside the State of Florida at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

ARTICLE V. ADDRESSES

Section 5.01 The current street address of the principal office of the Corporation is 6355 NW 36th Street, Suite 608, Virginia Gardens, Florida 33166, and its current mailing address is 6355 NW 36th Street, Suite 608, Virginia Gardens, Florida 33166. The Corporation may, from time to time, change the address of its principal office or mailing address

Section 5.02 The street address of the current registered office of the Corporation is 6355 NW 36th Street, Suite 608, Virginia Gardens, Florida 33166, and the name of the current initial registered agent of the Corporation at that address is Mr. Rafael Reyes. The Corporation may, from time to time, change the identity and address of its registered agent.

Article VI. TERM OF EXISTENCE

This Corporation shall exist until it is terminated in accordance with the FBCA.

Article VII. INDEMNIFICATION

Section 7.01 The Corporation shall, to the fullest extent permitted by law, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, agent, partner, or trustee of another corporation or of a partnership, joint venture, trust, or other enterprise.

Section 7.02 The Corporation may pay in advance, in one or series of payments, any expenses (including attorneys' fees) that may become subject to indemnification under **Article VII** above if the person receiving the advance payment of expenses undertakes in writing to repay such advance if it is ultimately determined that such person is not entitled to indemnification by the Corporation under in accordance with **Article VII** above.

Section 7.03 The indemnification provided by **Article VII** above shall not be exclusive of any other rights to which a person may be entitled by law, bylaw, agreement, vote or consent of stockholders or directors, or otherwise.

Section 7.04 The indemnification and advance payment provided by **Article VII** and **Section 7.02** above shall continue as to a person who has ceased to hold a position named in **Article VII** above and shall inure to such person's heirs, executors, and administrators.

Section 7.05 The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who serves or served at the Corporation's request as a director, officer, employee, agent, partner, or trustee of another corporation or of a partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have power to indemnify such person against such liability under **Article VII** above.

Section 7.06 If any provision in this **Article VII** shall be invalid, illegal, or unenforceable, the validity, legality, and enforceability of the remaining provisions shall not in any way be affected or impaired thereby, and, to the extent possible, effect shall be given to the intent manifested by the provision held invalid, illegal, or unenforceable.

Article VIII. CERTAIN LIMITATIONS ON LIABILITY OF DIRECTORS

Except to the extent that the FBCA prohibits the elimination or limitation of liability of directors for breach of the duties of a director, no director of the Corporation shall have any personal liability for monetary damages for any statement, vote, decision, or failure to act regarding corporate management or policy. No amendment to or repeal of this provision shall apply to or have any effect on the liability or allege liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

Article IX. SHAREHOLDER QUORUM AND VOTING

The shareholders may adopt or amend a bylaw that establishes a greater quorum or voting requirement for shareholders than required by the FBCA, *provided, however*, that the adoption or

amendment of a bylaw that adds, changes, or deletes a greater quorum or voting requirement for shareholders must meet the same quorum requirement and be adopted by the same vote and voting groups required to take action under the quorum and voting requirement then in effect or proposed to be adopted, whichever is greater.

[REMAINDER OF PAGE INTENTIONALLY BLANK]

The undersigned, the President of the Corporation, for purposes of amending and restating the Corporation's Original Articles of Incorporation pursuant to the FCBA, does hereby declare and certify that this is my act and deed on behalf of the Corporation, and the facts herein stated are true, and accordingly hereunder set my hand this 10th day of November, 2017.

A handwritten signature in black ink, appearing to read 'R. Reyes', is written over a horizontal line.

RAFAEL REYES, President