

Division of Corporations

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
SFI, INC.**

**Corporate Document Number 568033**

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09 MAR 26 AM 11:09  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA**

The undersigned, President of SFI, INC., a Florida corporation (the "Corporation"), for and on behalf of the Corporation, hereby executes these Amended and Restated Articles of Incorporation of the Corporation:

**FIRST.** Pursuant to §607.1006 of the Florida Statutes, the Board of Directors of the Corporation and the Shareholders of the Corporation adopted by unanimous consent, in accordance with §607.0821 and §607.0704 of the Florida Statutes, on March 20, 2009, the following amendments to the Articles of Incorporation of the Corporation.

**SECOND.:** The effective date of these Amended and Restated Articles of Incorporation shall be upon the filing thereof with the Florida Department of State, Division of Corporations.

**THIRD.:** Pursuant to the provisions of Section 607.1007 of the Florida Business Corporation Act, the Amended and Restated Articles of Incorporation of the Corporation shall provide as follows:

**ARTICLE I - NAME**

The name of the Corporation shall be: SFI, INC.

**ARTICLE II - PURPOSES**

The purposes for which the Corporation is organized are as follows:

To own and operate a shop for the fabricating and prefabricating and/or constructing produces of all types, kinds and descriptions, whether metallic or non-metallic or whether the same shall be for sale either at wholesale or retail.

The aforesaid business activities shall all be in accordance with the laws, licensing and statutes as shall be permitted by the State of Florida or any other State within which business be transacted.

To become a franchised agent for manufacturers and to establish distributors within or without the State of Florida.

To apply for, obtain, purchase or otherwise acquire, and to sell, lease or otherwise contract for any patent, application therefore, inventions, licenses, trademarks, copyrights, and

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the like in respect to any inventions, names, label or mark which may seem capable of being used for any purpose of the Corporation and to use, exercise, develop or grant license in respect to the same.

To buy, sell, own, hold, improve, mortgage and subdivide real property of every description whether improved or unimproved.

To borrow money for any purpose of the Corporation and to issue bonds, debentures, notes or other obligations therefore and to secure the same by pledge, or mortgage of the whole or any part of the property of the Corporation, either real or personal, and to issue debentures, notes or obligations without any security.

To hold, purchase or otherwise acquire or be interested in and to sell, assign, pledge, or otherwise dispose of the shares of capital stock, bonds or other evidence in indebtedness issue or created by any other corporation, whether foreign or domestic and whether now or hereafter organized, and while the holder of any such shares of stock, to exercise all privileges of ownership including the right to vote thereon, to the same extent as a natural person might or could do.

To engage in the business of erecting improvements on real estate or the repair of the same.

To manufacture and sell products of all kinds and descriptions.

To buy, sell at wholesale or retail, all types of products and to contract and/or sub-contract products of all types, kinds and descriptions.

To purchase products of any and all kinds and descriptions and to sell the same.

To contract for and to build and construct houses and buildings of all kinds and descriptions.

To hold, own, purchase, sell, lease, trade, deal in and deal with all kinds of goods, wares, merchandise and personal property as well as to pledge and mortgage the same.

In general, to have and exercise all of the power conferred by the laws of Florida upon corporations formed and any specific powers shall not be held to limit or restrict in any manner the general powers of the Corporation.

#### ARTICLE III -AUTHORIZED SHARES OF STOCK

1. Authorized Shares. The maximum number of shares of stock that the Corporation shall have authority to issue is 2,000,000 shares of \$.01 par value Class A Common Stock, and 500,000 shares of \$.01 par value Class B Common Stock.

2. Dividends. After any Class B Common Stock shares are transferred to the Corporation's employee stock ownership plan (the "ESOP") and for as long as the shares so transferred remain

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Class B Common Stock shares with preferred dividend rights as provided herein, (a) each holder of shares of Class B Common Stock shall be entitled to receive, before any dividend may be declared on the Class A Common Stock, when, as and if declared by the Board of Directors of the Corporation out of any funds legally available therefore, cumulative dividends in cash at the rate of \$.9961 per share for the year Class B Common Stock shares are transferred to the ESOP and \$.7733 per share per subsequent year payable each year on dividend payment date(s) to be determined by the Board of Directors from time to time; and (b) the total dividend, if any, declared on the Class B Common Stock for any 12 month period from April 1 to March 31 must be equal to or greater than the aggregate total dividend declared on the Class A Common Stock for that year. As of the date the loan made to the ESOP to permit it to purchase Class B Common Stock is repaid in full (and provided that a prorata share of the dividend shall have then been paid for the applicable 12-month period), the preferred dividend feature of the Class B Common Stock shall terminate and all dividends on the Class A and Class B Common Stock shall thereafter be paid at the same rate and without preference.

3. Liquidation Rights. If the Corporation is liquidated, the assets of the Corporation shall be paid prorata to the holders of shares Class A Common Stock and Class B Common Stock; provided, however, that the holders of shares of Class B Common Stock shall be paid the sum of: (i) Eight and 14/100 Dollars (\$8.14); and (ii) any current and accumulate dividend owing prior to payment to the holders of shares of Class A Common Stock.

4. Conversion.

a. Currently Outstanding Shares. Immediately upon the effectiveness of the amendments herein, and without further action by the Corporation or any shareholder, all currently issued and outstanding share of capital stock of the Corporation shall automatically be changed and converted into 600,000 shares of Class A Common Stock and 400,000 shares of Class B Common Stock which shares shall be issued prorata to the current shareholders in accordance with their current ownership of the issued and outstanding capital stock of the Corporation.

b. Class B Common Stock. Upon the termination of the preferred dividend payable on the Class B Common Stock, all Class B Common Stock shares purchased by the ESOP shall be automatically converted, on a one-to one share basis, into Class A Common Stock shares.

5. Voting Rights. The holders of shares of Class A Common Stock and Class B Common Stock shall vote as a single class, and each holder of shares of Class A Common Stock or Class B Common Stock shall be entitled to cast one vote at every meeting of the shareholders for each share of stock so held

ARTICLE IV - TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE V - CORPORATION'S PRINCIPAL OFFICE

AND MAILING ADDRESS

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The principal office address of the Corporation shall be:

1730 N. Forsyth Rd., Orlando, FL 32807

The principal mailing address of the Corporation shall be:

1730 N. Forsyth Rd., Orlando, FL 32807

ARTICLE VI – DIRECTORS

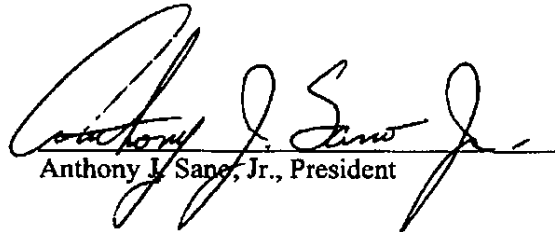
The number of Directors of this Corporation shall be not less than two (2) and not more than seven (7), who need not be shareholders.

ARTICLE VII – REGISTERED AGENT

The name and address of the registered agent of the Corporation is:

Anthony J. Sano, Jr.  
1730 N. Forsyth Rd., Orlando, FL 32807

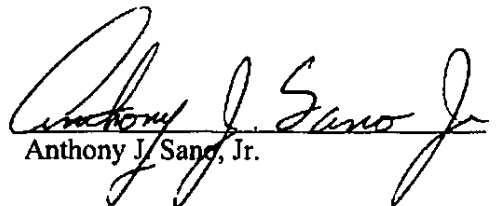
IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 26<sup>th</sup> day of March, 2009.

  
Anthony J. Sano, Jr., President

**CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT**

Having been named as the registered agent in the Amended and Restated Articles of Incorporation of SFI, INC., I hereby accept and agree to act in this capacity.

Dated: 3-26-09

  
Anthony J. Sano, Jr.

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