

629939

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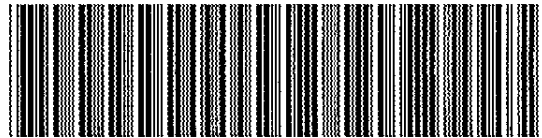
(Business Entity Name)

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02 DEC 24 PM 4:32

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

02 DEC 24 PM 3:45

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Amended & Restated

T BROWN JAN - 2 2003



ACCOUNT NO. : 072100000032

REFERENCE : 870980 3487A

AUTHORIZATION :

COST LIMIT : \$ 43.75

Patricia P. [Signature]

ORDER DATE : December 24, 2002

ORDER TIME : 2:04 PM

ORDER NO. : 870980-005

CUSTOMER NO: 3487A

CUSTOMER: Ms. Talia R. Kohne
Icard Merrill Cullis Timm
2033 Main Street
Suite 600
Sarasota, FL 34237

DOMESTIC AMENDMENT FILING

NAME: SUTTER ROOFING COMPANY OF
FLORIDA

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Ginger Simmons -- EXT# 1139

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

December 26, 2002

CSC
Attn: Ginger Simmons
Tallahassee, FL

SUBJECT: SUTTER ROOFING COMPANY OF FLORIDA
Ref. Number: 629939

RECEIVED
02 DEC 31 PM 4:06
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for SUTTER ROOFING COMPANY OF FLORIDA. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document should be titled either Restated Articles of Incorporation or Amended and Restated Articles of Incorporation or Articles of Restatement.

It appears that the registered agent/office is changing. If so, the new agent must sign and state that he is familiar with the duties and obligations of the position. Also if the agent is changing, it would not be referred to as the initial registered agent in Article VI.

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

If you have any questions concerning the filing of your document, please call (850) 245-6901.

Susan Payne
Senior Section Administrator

Letter Number: 802A00067489

RESUBMIT

Please give original
submission date as file date.

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
SUTTER ROOFING COMPANY OF FLORIDA

02 DEC 24 PM 4:32
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1007, Florida Statutes, this Corporation adopts the following Amended and Restated Articles of Incorporation.

1. This Corporation hereby amends and restates its Articles of Incorporation originally dated June 29, 1979 and filed on July 18, 1979, and filed as Document Number 629939.
2. The name of the Corporation is Sutter Roofing Company of Florida.
3. These Amended and Restated Articles of Incorporation of Sutter Roofing Company of Florida, were adopted on December 23, 2002 by the Board of Directors of the Corporation and the Shareholders. The number of votes cast for the Amended and Restated Articles of Incorporation were sufficient for approval.
4. This Corporation's Articles of Incorporation are hereby amended and restated as follows:

ARTICLE I - NAME

The name of the corporation ("Corporation") is Sutter Roofing Company of Florida.

ARTICLE II - TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE III - PURPOSES

The purposes of the Corporation are to engage in any lawful act, activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this Corporation is 8284 Vico Court, Sarasota, FL 34240.

ARTICLE V - CAPITAL STOCK

The aggregate number of shares of stock that the Corporation has authority to issue is one million (1,000,000) shares. These shares consist of one hundred thousand (100,000) shares of Class A Voting Common Stock, \$1.00 par value, and nine hundred thousand (900,000) shares of Class B Nonvoting Common Stock, \$1.00 par value. The shares of Class A Voting Common Stock each entitle their holder or holders to one (1) vote in the election of directors and on all other matters that come before the shareholders of the Corporation, and are all of the same class and the same series. The shares of Class B Nonvoting Common Stock give no voting rights to their holders, and are all of the same class and same series. Except for the voting or nonvoting characteristics, the shares of Class A Voting Common Stock and the shares of Class B Nonvoting Common Stock all have equal rights and preferences in all matters, including, but not limited to, distribution rights and liquidation rights, and have no redemptive rights and no conversion rights.

The recapitalization of the Corporation's Capital Stock will be accomplished by the Corporation exchanging each share of the Corporation's existing Common Stock for (a) ten (10) shares of Class A Voting Common Stock, \$1.00 par value and (b) ninety (90) shares of Class B Nonvoting Common Stock, \$1.00 par value.

ARTICLE VI - REGISTERED AGENT AND ADDRESS

The street address of the Corporation's registered office is Icard, Merrill, Cullis, Timm, Furen & Ginsburg, P.A., 2033 Main Street, Suite 600, Sarasota, FL 34237. The registered agent for the Corporation at that address is Bruce P. Chapnick, Esq.

ARTICLE VII - INCORPORATOR

The name and street address of the original incorporator to these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
John L. Maynard	171 East Morse Boulevard Winter Park, FL 32789

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

ARTICLE IX - AMENDMENT

The Articles of Incorporation may be amended in certain instances by the Board of Directors pursuant to applicable law and in certain instances by resolutions adopted by the

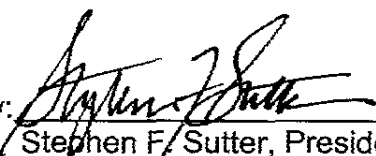
Board of Directors, proposed by them to the Shareholders and approved at a Shareholders meeting by a majority of the stock entitled to vote thereon.

ARTICLE XII - SHAREHOLDER ACTION

An affirmative vote of fifty-one percent (51%) of the shares of the Class A Voting Common Stock of the Corporation shall be required for any Shareholder action.

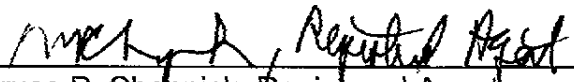
IN WITNESS WHEREOF, the undersigned officer has executed these
Amended and Restated Articles of Incorporation as of December 23,
2002.

Sutter Roofing Company of Florida

By: 
Stephen F. Sutter, President

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Sutter Roofing Company of Florida at the place designated in the Amended and Restated Articles of Incorporation, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.



Bruce P. Chapnick, Registered Agent
Date: As of December 23, 2002