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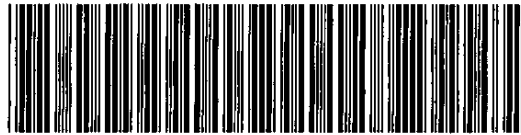
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DIVISION OF CORPORATIONS  
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Amended/Restated  
@ 2/11/08

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Florida A.G.C. Council, Inc.

**DOCUMENT NUMBER:** 710087

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Warren Husband  
(Name of Contact Person)

Metz, Husband & Daughton, P.A.  
(Firm/ Company)

P.O. Box 10909  
(Address)

Tallahassee, FL 32302  
(City/ State and Zip Code)

For further information concerning this matter, please call:

Warren Husband at ( 850 ) 205-9000  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$35 Filing Fee
- \$43.75 Filing Fee & Certificate of Status
- \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed)

**Mailing Address**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

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DIVISION OF CORPORATIONS

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**RESTATED & AMENDED ARTICLES OF  
INCORPORATION  
OF  
FLORIDA A.G.C. COUNCIL, INC.**

Pursuant to the provisions of Fla. Stat. §617.1007, FLORIDA A.G.C. COUNCIL, INC., a Florida not-for-profit corporation, whose original Articles of Incorporation were filed with the Florida Department of State on December 21, 1965, by resolution duly adopted by its Board of Directors, adopts the following Restated & Amended Articles of Incorporation:

**PREAMBLE**

The Associated General Contractors of America (AGCA) is the oldest and largest of the national trade associations representing the interests of commercial construction contractors. AGCA charters affiliated Chapters to operate within specified geographic territories. The Chapters admit to membership those construction contracting firms engaged in general building contracting, highway and heavy, and municipal and utilities construction, which have established a reputation for skill, integrity and responsibility. In addition, these Chapters may also admit to membership individual firms, designated as associate members, who are engaged in other endeavors allied to general construction. AGCA Chapters have been chartered for specific geographic areas of the State of Florida. These Chapters have been authorized and instructed by their respective membership to organize this non-profit Florida Corporation whereby the several Chapters chartered by AGCA in the State of Florida, as well as those which may be chartered in the future, can combine their efforts in areas of

mutual statewide concern for the betterment of the Construction Industry in Florida and to lend their assistance toward reaching the several objectives set forth in these Articles of Incorporation. Hereinafter in these Articles of Incorporation, the terms "Chapter" and "Chapters" shall have reference to those Chapters of AGCA chartered within the State of Florida, unless otherwise described.

#### ARTICLE I

The name of this Corporation shall be "Florida A.G.C. Council, Inc." The physical address of the Corporation as of the date of these Restated & Amended Articles of Incorporation is 215 S. Monroe Street, Suite 505, Tallahassee, Florida, 32301. The mailing address of the Corporation is P.O. Box 10569, Tallahassee, Florida, 32302. The principal place of business of the Corporation may be moved to any location within the State of Florida as the Board of Directors shall direct.

#### ARTICLE II

The general purposes, nature, and objectives for which this Corporation is formed shall be to coordinate, integrate, and combine the energies, efforts, experience, and knowledge of the Chapters and their members in areas of mutual statewide concern for the betterment of the Construction Industry in Florida and to promote the several objectives set forth in these Articles of Incorporation, including, but not limited to, the following:

- A. To serve as an agency to bring the Chapters and their members closer to the needs of the clients who sustain the Construction Industry, both private and public, by sponsoring and

encouraging all methods providing for greater efficiency among contractors, thereby improving services to clients and the public, and promoting better relations between public officials and private owners, their architects and engineers on the one hand and contractors on the other.

- B. To initiate, promote, and encourage the maintenance of the highest professional standards in the conduct of work by all those allied to the Construction Industry.
- C. To promote the contract method of performing construction work and to effect economies in construction through research, study, and cooperative action.
- D. To encourage sound business methods tending to raise the professional standing of contractors generally in the business world.
- E. To assemble, correlate, and disseminate information and materials vital to the needs of the Chapters and their members in areas of mutual statewide concern.
- F. To support all segments of the Construction Industry in Florida in their efforts to correct unsatisfactory conditions and to combat unfair practices affecting their interests.
- G. To represent the Chapters and their members in matters of mutual concern and to engage in every aspect and phase of a trade association incidental to carrying forth the purposes and objectives of this Corporation.

Nothing in these Articles of Incorporation shall be construed to indicate that the Corporation will encroach upon the autonomy of the Chapters by seeking to establish a State Branch or Chapter of AGCA.

### ARTICLE III

The Corporation shall be organized as a not-for-profit corporation under Chapter 617, Florida Statutes. The Corporation is organized and shall operate exclusively in a manner consistent with its tax exempt status under Section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code. No part of the Corporation's earnings shall inure to the benefit of, or be distributed to, its members, trustees, officers, or other private persons, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its lawful purpose. The Corporation shall not engage in any activity inconsistent with its tax exempt status under Section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### ARTICLE IV

The Corporation shall not issue shares of stock, but shall consist of non-stock owning members. The membership of this Corporation shall consist of those individual Chapters chartered by AGCA to operate within the State of Florida that choose to become members of the Corporation. The membership may be increased or decreased to reflect changes in the organization of the individual Chapters within Florida. The Board of Directors of the Corporation may establish in the By-Laws one or more additional categories or classes of membership and the qualifications and privileges pertaining thereto.

#### ARTICLE V

The annual dues for each member of this Corporation, and such assessments as necessary, shall be as provided by the By-Laws.

#### ARTICLE VI

The Corporation shall exist perpetually unless dissolved according to law. Upon dissolution of the Corporation, assets shall be distributed in any manner consistent with its tax exempt status under either Section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### ARTICLE VII

The business of the Corporation shall be managed by a Board of Directors consisting of three persons from each Chapter that is a member of the Corporation. Each Director is entitled to a single vote and must be employed by a General Contractor firm that is a member in good standing of at least one Chapter member of the Corporation. A Chapter shall be responsible for designating its three Directors at the commencement of each Board meeting.

#### ARTICLE VIII

The Officers of the Corporation shall be a President, Vice-President, Second Vice President, and Secretary/Treasurer, elected annually by the Board of Directors. The President, Vice-President, and Second Vice President shall all be Directors, with these three Officers rotating annually among the Chapters comprising the members of the Corporation. The

Secretary/Treasurer need not be a Director. The Executive Director of the Corporation may serve as Secretary/Treasurer, without a vote.

#### ARTICLE IX

The address of the registered office of the Corporation in the State of Florida as of the date of these Restated & Amended Articles of Incorporation is 215 S. Monroe Street, Suite 505, Tallahassee, Florida, 32301. The name of the registered agent of the Corporation at the above address is Warren Husband. The Board of Directors may from time to time change the registered office to any other address in the State of Florida or change the registered agent.

#### ARTICLE X

(a) The Corporation hereby indemnifies and agrees to hold harmless from claim, liability, loss or judgment any director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action to procure a judgment in its favor), brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as director, officer, employee, or agent of the Corporation or any other corporation, partnership, joint venture, trust or other enterprise in which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and reasonably incurred as a result of such action, suit or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in, or not opposed to, the best interest of the Corporation, and in



criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duties to the Corporation.

(b) Any indemnification under paragraph (a) shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a director or officer seeks indemnification were properly incurred and that such director or officer acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made either (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) by a majority vote of a quorum consisting of members who were not parties to such action, suit or proceeding.

(c) The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provision of paragraph (a) above upon a preliminary determination by the Board of Directors that such person has met the applicable standards of conduct set forth in paragraph (a) above, and upon receipt of an undertaking by such person to repay all

amounts expended by the Corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this article. If the Corporation elects to assume the defense, counsel chosen by it and not objected to in writing for valid reasons by such person shall conduct such defense. In the event that the Corporation elects to assume the defense of any such person and retains such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests between or among such person and other parties represented in the same action, suit or proceeding by the counsel retained by the Corporation, that are, for valid reasons, objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this article.

(d) The foregoing rights of indemnification shall not be deemed to limit in any way the power of the Corporation to indemnify under any applicable law.

#### ARTICLE XI

Except to the extent required by any agreement between the Corporation and its members, or as required by law, the Corporation shall not be required to file a balance sheet or profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the members each year hereafter unless a resolution to the contrary has been adopted by the members.

ARTICLE XII

These Restated & Amended Articles of Incorporation may be amended or restated at any meeting of the Board of Directors by a two-thirds (2/3) vote of the Directors then in office. The Corporation's By-Laws may be amended in any manner now or hereafter provided for by law. All rights conferred upon members hereunder are granted subject to these reservations.

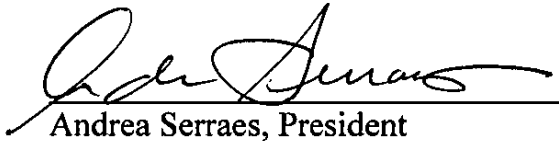
[Remainder Intentionally Left Blank]

CERTIFICATE

The above Restated & Amended Articles of Incorporation do not contain any amendment to the Corporation's Articles of Incorporation requiring member approval, and were duly adopted by the Corporation's Board of Directors on January 15, 2007.

In witness, the undersigned Officers of the Corporation have executed these Restated & Amended Articles of Incorporation on Feb. 1, 2008.

FLORIDA A.G.C. COUNCIL, INC.

  
Andrea Serraes, President

  
Warren Husband, Secretary