

Document Number Only

852613

FILED
98 JAN 20 AM 11:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

CORPORATION(S) NAME

600002368086--5

-12/10/97--01048--026

*****35.00 *****35.00

Universal Constructors, Inc.

Changing name to:

Universal Holdings, Inc.

☐ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☒ Amendment

☐ Dissolution/Withdrawal

☐ Merger

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Limited Liability Partnership

☐ Fictitious Name

☐ Certified Copy

☐ Photo Copies

☐ CUS

☐ Call When Ready

☐ Call if Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

PLEASE RETURN EXTRA COPY(S)
FILE STAMPED

THANKS, MELANIE

12-10-97

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 10, 1997

For DM:
CT CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: UNIVERSAL CONSTRUCTORS, INC.
Ref. Number: 852613

*Changing name to:
Universal Holdings, Inc.
Alma
Tennessee Universal
Holdings, Inc.*

We have received your document for UNIVERSAL CONSTRUCTORS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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) 487-6880.

10:
Karen Gibson
Corporate Specialist

Letter Number: 797A00058244

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DIVISION OF CORPORATIONS

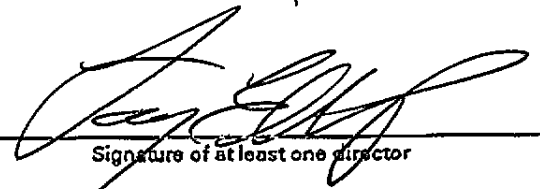
RESOLUTION OF BOARD OF DIRECTORS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned Larry D. Elliott, do hereby certify
that this Resolution of the Board of Directors of Universal Holdings, Inc.
a corporation duly organized and existing under the laws of the State of Tennessee,
was duly adopted on June 4, 19 97.

Resolved, that Universal Holdings, Inc., organized
and existing in the State of Tennessee, hereby adopts the
name Tennessee Universal Holdings, Inc. for use in Florida.

Dated: 1/15/98



Signature of at least one director

**APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN
FLORIDA**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I (1-3 must be completed)

1. Universal Constructors, Inc.
Name of corporation as it appears within the records of the Department of State.
2. Incorporated under laws of: Tennessee
3. Date authorized to do business in Florida: April 19, 1982

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

July 1, 1997

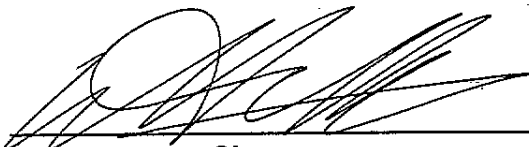
5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

Universal Holdings, Inc.

6. If the amendment changes the period of duration, indicate new period of duration.

No Change

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.



Signature
Name and Title

William E. Hickman, Vice President

12/3/97

Date

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

ISSUANCE DATE: 12/04/1997
REQUEST NUMBER: 97337028

CHARTER/QUALIFICATION DATE: 01/18/1978
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0046841
JURISDICTION: TENNESSEE

TO:
CAPITAL FILING SERVICE, INC
7051 HIGHWAY 70 S
NO 333
NASHVILLE, TN 37221

REQUESTED BY:
CAPITAL FILING SERVICE, INC
7051 HIGHWAY 70 S
NO 333
NASHVILLE, TN 37221

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT
"UNIVERSAL HOLDINGS, INC."

WAS INCORPORATED OR QUALIFIED TO DO BUSINESS IN THE STATE OF TENNESSEE ON THE
ABOVE DATE, AND THAT THE ATTACHED DOCUMENT(S) WAS/WERE FILED IN OFFICE ON THE
DATE(S) AS BELOW INDICATED:

REFERENCE NUMBER	DATE FILED	FILING TYPE	FILING ACTION
007-00139	01/18/1978	CHART-PROFIT	NAM DUR STK PRN OFC AGT INC MAL FYC
632 01072	03/06/1986	AMEND-CHARTER	X
837-2625	05/24/1988	AMEND-CHARTER	X X
3358-1401	07/01/1997	AMEND-CHARTER	X

FOR: REQUEST FOR COPIES

ON DATE: 12/04/97

FEES

FROM:
CAPITAL FILING SERVICE, INC.
7051 HWY 70 S
#333
NASHVILLE, TN 37221-0000

RECEIVED: \$330.00 \$330.00
TOTAL PAYMENT RECEIVED: \$660.00

RECEIPT NUMBER: 00002211891
ACCOUNT NUMBER: 00101230



Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE

FILED

1978 JAN 18 07 00 13 9

CHARTER

JAN 18 1978

OF

SECRETARY OF STATE UNIVERSAL CONSTRUCTORS, INC.

The undersigned natural person, having capacity to contract, and acting as the incorporator of a corporation under the Tennessee General Corporation Act, adopts the following Charter for such corporation:

1. The name of the corporation is UNIVERSAL CONSTRUCTORS, INC.

2. The duration of the corporation is perpetual.

3. The address of the principal office of the corporation in the State of Tennessee shall be: 421 Arrowhead Drive, McMinnville, Tennessee 37110, County of Warren.

4. The corporation is for profit.

5. The purpose or purposes for which the corporation is organized are:

To engage generally in the business of:

Residential, commercial, industrial building and site preparations, grading, drainage and related construction.

To such extent as a corporation, organized under the General Corporation Act of the State of Tennessee may now or hereafter lawfully do, this corporation may, either as principal or agent, and either alone or in conjunction with other corporations, firms or individuals, do all and everything necessary, suitable, convenient, or proper, for or in connection with or incident to the accomplishment of its purposes, or designed directly or indirectly to promote the interests of this corporation or enhance the value of its properties; and in general, to do any and all things, and to exercise any and all powers, rights, and privileges which a corporation may now or hereafter be organized to do, or exercise, under the General Corporation Act of the State of Tennessee, or under any act amendatory thereof, supplemental thereto, or substitute therefor.

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SECRETARY OF STATE

6. The maximum number of shares which the corporation shall have the authority to issue is 2000 shares of common capital stock, having no par value. All shares which are issued by the corporation within two years from the date of incorporation, shall be issued pursuant to a plan for the issuance of stock to be adopted by the incorporator pursuant to the provisions of Section 1244 of the Internal Revenue Code. Any stock of the corporation now or hereafter authorized, or any securities convertible into or evidencing rights to purchase or subscribe for such stock, may be issued and disposed of by the Board of Directors of the corporation to such persons, firms, corporations, or associations, for such consideration, upon such terms and in such manner as the Board of Directors may, in its discretion, determine.

7. The corporation will not commence business until consideration of \$1,000.00 Dollars has been received for the issuance of shares.

8. To the extent permitted by the provisions of T.C.A. 48-406, et seq., this corporation shall indemnify its directors and officers for the defense of any civil or criminal action or proceedings, and against all expenses incurred, fines, judgments and amounts paid in settlement thereof, whether such action or proceeding be instituted by or in the right of this corporation to procure a judgment in its favor, or by or in the right of any other corporation which such director or officer served in any capacity at the request of this corporation, provided that such action or proceeding be instituted by reason of the fact that (i) such director or officer, his testator or intestate, is or was a director or officer of this corporation,

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31 JAN 1978

FILED

JAN 18 1978

SECRETARY OF STATE

or, (ii) such director or officer, his testator or intestate,
is or was a director or officer in any such other corporation,
or served the same in any capacity.

DATED this 18th day of January, 1978.


Harry D. Elliott, Incorporator

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00007 00142

I, GENTRY CROWELL, Secretary of State, do certify
that this Charter, with certificate attached, the foregoing
of which is a true copy, was this day registered and certified
to by me.

This the 18th day of January, 1978.

GENTRY CROWELL

SECRETARY OF STATE

FEE: \$20.00

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SECRETARY OF STATE
1986 MAR -5 AM 11:19

ROBERT P. THOMAS, Secretary
222 3rd Avenue South
P.O. Box 193062
NASHVILLE, TN 37219

ARTICLES OF AMENDMENT TO THE CHARTER
OF
UNIVERSAL CONSTRUCTORS, INC.

Pursuant to the provisions of Section 48-303 of the Tennessee General Corporation Act, the undersigned corporation adopts the following articles of amendment to its Charter:

1. The name of the corporation is:

Universal Constructors, Inc.

2. The amendment adopted is to change the address

of the corporation's principal office in the State of Tennessee to:

Universal Constructors, Inc.
Morrison Road
P. O. Box 28
McMinnville, TN 37110

3. The amendment was duly adopted by the unanimous

written consent of the shareholders on January 15, 1986.

DATED March 4, 1986.

UNIVERSAL CONSTRUCTORS, INC.

BY: Robert P. Thomas
Robert P. Thomas, Secretary

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1968 MAY 24 11:10 AM
ARTICLES OF AMENDMENT TO THE
CHARTER OF UNIVERSAL CONSTRUCTORS, INC.

GENTRY CROWELL
To the Secretary of State of the State of Tennessee:

Pursuant to the provisions of Section 48-16-102(d) or Section 48-20-106 of the Tennessee Business Corporation Act, as amended, the undersigned corporation adopts the following articles of amendment to its charter:

1. The name of the corporation is Universal Constructors, Inc.
2. The corporation is for profit.
3. The text of each amendment adopted is:

a. The first sentence of Paragraph 6 is hereby deleted in its entirety and replaced with the following sentence: "The maximum number of shares which the Corporation shall have the authority to issue is 15,000 shares of common capital stock, having no par value."

b. Paragraph 8 is hereby deleted in its entirety and replaced with the following:

3. (a) To the maximum extent permitted by the provisions of T.C.A. 48-18-501, et seq. of the Tennessee Business Corporation Act, as amended from time to time (provided, however, that if an amendment to such act limits or restricts in any way the indemnification rights permitted by law as of the date hereof, such amendment shall apply only to the extent mandated by law and only to activities of persons subject to indemnification under this paragraph which occur subsequent to the effective date of such amendment), this corporation shall indemnify and advance expenses to any person, his heirs, executors and administrators, for the defense of any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal, including counsel fees actually incurred as a result of such proceeding or action or any appeal thereof, and against all fines (including any excise tax assessed with respect to an employee benefit plan), judgments, penalties and amounts paid in settlement thereof, provided that such proceeding or action be instituted by reason of the fact that such person is or was a director of this corporation.

(b) This corporation may, to the maximum extent permitted by the provisions of T.C.A. 48-18-501 et seq. of the Tennessee Business Corporation Act, as amended from time to time (provided, however, that if an amendment to such act limits or restricts in any way the indemnification rights permitted by law as of the date hereof, such amendment shall apply only to the extent mandated by law and only to activities of persons subject to indemnification under this paragraph which occur subsequent to the effective date of such amendment), indemnify and advance

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STATE OF TENNESSEE

1988 MAY 24 PM 3:00
GENTRY CROWELL
SECRETARY OF STATE
expenses to any person, his heirs, executors and administrators, to the extent as set forth in Paragraph 8(a) above, provided that the underlying proceeding or action be instituted by reason of the fact that such person is or was an officer, employee or agent of the corporation, and may also indemnify and advance expenses to such person to the extent, consistent with public policy, determined by the Board of Directors.

(c) The rights to indemnification and advancement of expenses set forth in Paragraphs 8(a) and 8(b) above are contractual between the corporation and the person being indemnified, his heirs, executors and administrators. The rights to indemnification and advancement of expenses set forth in Paragraphs 8(a) and 8(b) above are nonexclusive of other similar rights which may be granted by law, this charter, a resolution of the Board of Directors or shareholders of the corporation, the purchase and maintenance of insurance by the corporation, or an agreement with the corporation, which means of indemnification and advancement of expenses are hereby specifically authorized.

(d) Any repeal or modification of the provisions of this Paragraph 8, directly or by the adoption of an inconsistent provision of this charter, shall not adversely affect any right or protection set forth herein existing in favor of a particular individual at the time of such repeal or modification.

follows:
c. A new Paragraph 9 is hereby added to the Charter as

9. (a) No person who is or was a director of this corporation, nor his heirs, executors or administrators, shall be personally liable to this corporation or its shareholders for monetary damages for breach of fiduciary duty as a director; provided, however, that this provision shall not eliminate or limit the liability of any such party (i) for any breach of a director's duty of loyalty to the corporation or its shareholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for unlawful distributions under Section 48-18-301 of the Tennessee Business Corporation Act, as amended from time to time.

(b) Any repeal or modification of the provisions of this Paragraph 9, directly or by the adoption of an inconsistent provision of this charter, shall not adversely affect any right or protection set forth herein in favor of a particular individual at the time of such repeal or modification.

follows:
d. A new Paragraph 10 is hereby added to the Charter as

10. The registered office of the corporation shall be located at Highway 286 (Morrison Road), McMinnville, Warren

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STATE OF TENNESSEE
COUNTY, Tennessee 37110.

1988 MAY 24 11 3 51
shall be H. Glen Draper.

GENTRY CROWELL
The amendments were duly adopted on May 23, 1988 by the
shareholders
SECRETARY OF STATE

5. The amendment is to be effective upon filing of these articles by
the Secretary of State.

Dated: May 23, 1988

UNIVERSAL CONSTRUCTORS, INC.

By:


H. Glen Draper, Secretary

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SECRETARY OF STATE

97 JUL -1 PM 1:14

ARTICLES OF AMENDMENT TO THE
CHARTER OF
UNIVERSAL CONSTRUCTORS, INC.

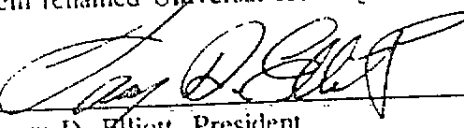
SECRETARY OF STATE (HEREIN RENAMED UNIVERSAL HOLDINGS, INC.)

Pursuant to the provisions of Section 48-20-106 of the Tennessee Business Corporation Act, as amended, the undersigned corporation adopts the following articles of amendment to its charter:

1. The name of the corporation is Universal Constructors, Inc.
2. The corporation is for profit.
3. The text of each amendment adopted is:
 - a. Paragraph 1 of the Charter is deleted in its entirety and the following is substituted therefor:
 1. The name of the corporation is Universal Holdings, Inc.
4. The amendment was duly adopted on June 4, 1997 by the board of directors and shareholders at a joint meeting of the shareholders and directors.
5. The amendment is to be effective upon filing of these articles by the Secretary of State.

Dated June 25, 1997.

UNIVERSAL CONSTRUCTORS, INC.
(herein renamed Universal Holdings, Inc.)

By: 
Larry D. Elliott, President