

F05000003518

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

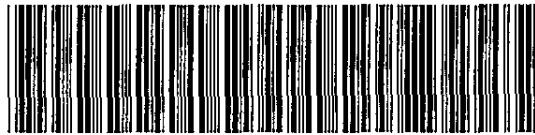
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



800056019608

07/08/05--01001--013 \*\*35.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
05 JUL - 2 PM 3:00

N/A amended  
alt

**THE STUART FIRM, P.A.**

ATTORNEY AT LAW

PLAZA WEST BUILDING

415 N. MCKINLEY ST., SUITE 280-C

**LITTLE ROCK, ARKANSAS 72205**

TELEPHONE (501) 687-9005

FACSIMILE (501) 687-9003

**ATTORNEY**

**JASON A. STUART\***

\*ALSO ADMITTED IN TEXAS

MAILING ADDRESS:

POST OFFICE BOX 1805

LITTLE ROCK, ARKANSAS 72203

June 17, 2005

Via: First Class U.S. Mail

Ms. Brenda Tadlock  
Florida Dept. of State – Div. of Corp.  
409 E. Gaines St.  
Tallahassee, FL 32399

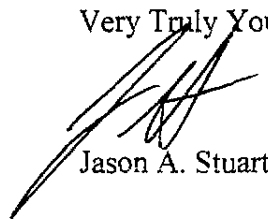
Re: Name Change Filings for Jonesboro Acoustical Tile, Inc.

Dear Ms. Tadlock:

Thank you for your assistance on this matter. I have enclosed the fully executed documents you faxed to me regarding the name change for Jonesboro Acoustical Tile, Inc. along with the required filing fee of \$35.00.

Again, thank you very much in advance for your diligent handling of all documents related to this series of transactions/filings.

Very Truly Yours,



Jason A. Stuart

JAS/mmi

Enclosures

## TRANSMITTAL LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Jonesboro Acoustical Tile, Inc.

(Name of corporation)

**DOCUMENT NUMBER:** F05000003518

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jason A. Stuart

(Name of person)

The Stuart Firm, P.A.

(Name of firm/company)

P. O. Box 1805

(Address)

Little Rock, AR 72203

(City/state and zip code)

For further information concerning this matter, please call:

Jason A. Stuart

(Name of person)

at ( 501 ) 887-9005

(Area code & daytime telephone number)

Enclosed is a check for the following amount:



\$35.00 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  
409 E. Gaines Street  
Tallahassee, FL 32399

JUN 16 2005 1:23PM

NO. 987 P. 3/4

**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

F05000003618

(Document number of corporation (if known))

1. Jensboro Acoustical Tile, Inc.

(Name of corporation as it appears on the records of the Department of State)

2. Arkansas

(Incorporated under laws of)

3. 8/31/05

(Date authorized to do business in Florida)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
05 JUN -3 PM 3:00

**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? June 3, 2005

5. The Acoustical Group, Inc.

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

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

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

(New duration)

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

(New jurisdiction)

Reggie Miles Pres  
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Reggie Miles  
(Typed or printed name of person signing)

6-16-05  
(Date)

Pres.  
(Tide of person signing)



# Arkansas Secretary of State

## Charlie Daniels

State Capitol Building ♦ Little Rock, Arkansas 72201-1094 ♦ 501.682.3409

### CERTIFICATE OF GOOD STANDING

I, Charlie Daniels, Secretary of State of the State of Arkansas, and as such, keeper of the records of domestic and foreign corporations, do hereby certify that the records of this office show

### THE ACOUSTICAL GROUP, INC.

authorized to transact business in the State of Arkansas as a For Profit Corporation, filed Articles of Incorporation in this office January 15, 1974.

Our records reflect that said entity, having complied with all statutory requirements in the State of Arkansas, is qualified to transact business in this State.



In Testimony Whereof, I have hereunto set my hand and affixed my official Seal. Done at my office in the City of Little Rock, this 27th day of May 2005.

*Charlie Daniels*

Charlie Daniels  
Secretary of State

By:

*Libby Northcutt*

Libby Northcutt



# Arkansas Secretary of State

## Charlie Daniels

State Capitol Building ♦ Little Rock, Arkansas 72201-1094 ♦ 501.682.3409

I, Charlie Daniels, Secretary of State of the State of Arkansas, and as such, keeper of the records of domestic and foreign corporations, do hereby certify that the following and hereto attached instrument of writing is a true and perfect copy of

### Articles of Incorporation

filed in this office on 15th day of January 1974

**THE ACOUSTICAL GROUP, INC.**



In Testimony Whereof, I have hereunto set my hand and affixed my official Seal. Done at my office in the City of Little Rock, this 27th day of May 2005.

*Charlie Daniels*

Charlie Daniels  
Secretary of State

By: *Libby Northcutt*  
Libby Northcutt

# CERTIFIED COPY

## ARTICLES OF INCORPORATION OF JONESBORO ACOUSTICAL TILE, INC.

The Undersigned, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the Arkansas Business Corporation Act of 1965, as set out and contained in Sections 64-101, et, seq., Arkansas Statutes 1947 Annotated, 1966 Replacement, do hereby certify as follows:

### I

The name of this corporation is JONESBORO ACOUSTICAL TILE, INC.

### II

The period of existence of this corporation, unless at an earlier date voluntarily dissolved through proper corporate action, shall be perpetual.

### III

The nature of the business, and the objects, purposes and business proposed to be transacted, promoted and carried by and for which this corporation is organized are:

(a) To acquire by purchase, exchange, lease or otherwise, and to own, hold, use, develop, operate, manage, sell, assign, lease, transfer, convey, exchange, mortgage, pledge or otherwise dispose of, and to invest in or deal in and with real, personal and mixed property of every class or description, and rights, privileges and interest therein, where-soever situated.

(b) To purchase, lease, produce, manufacture, import or otherwise acquire, own, hold, invest in, prepare for market, store, ship, transport, mortgage or otherwise encumber, sell, transfer, export, or otherwise dispose of, and in any manner deal in and with, at retail or wholesale, building materials of all kinds, including, without limiting the generality of the foregoing, stone, sand, gravel, slate, shale, clay and clay products of like and all kinds, cinders, slag, lime, mortar, cement and cement products, calcined and other plaster, drain tile, pressed tile, fireproof tile, and any other tile; natural and artificial stone, marble, building bricks, building blocks and load bearing blocks of all kinds, ceramics

**FILED**  
JAN 15 1974

KELLY BRYANT  
SECRETARY OF STATE  
By new

## CERTIFIED COPY

and ceramic wear of all kinds, terra cotta, mosaics, and other building, fireproofing and paving material of all kinds.

(c) To engage generally in all branches of a general tile contractor for the purpose of contracting, sub-contracting or otherwise tile work on houses,, churches, schoolhouses, office buildings, manufacturing plants, public buildings, and all other buildings of whatever kind and nature; to make estimates on and bid for the instulation of tile and other related items on the construction of such buildings, and to do every act and thing commonly done by tile contractors.

(d) To engage in, in all of its branches, any business lawfully permitted by the State of Arkansas, to corporations formed under the Act hereinabove referred to.

## IV

The powers of this corporation shall be all of the powers conferred to corporations by the Laws of the State of Arkansas under the Act hereinabove referred to, which Section is incorporated herein by reference, and made a part hereof as though set out herein word for word, and to do any and all things necessary, suitable and proper for the accomplishment of any of the purposes or for the attainment of any of the objects, or for the exercise of any of the powers hereinabove set forth, wherein specified, either alone or in connection with other firms, individuals or corporations, either in this State or throughout the United States, or otherwise, and do any other act or acts, thing or things, incidental or pertenant thereto, not inconsistent with the Laws of the State of Arkansas.

## V

The principal office or place of business of this corporation shall be located at 318 Southwest Drive, Jonesboro, Arkansas, 72401, and it may have such branch offices, buildings and other property elsewhere as may be thought necessary or advisable by its Board of Directors.

## VI

The name of the resident agent of this corporation is Johnny D. Miles whose address is Route 2, Bono, Arkansas, 72401



## CERTIFIED COPY

## VII

The total amount of authorized capital stock of this corporation is One Thousand (1,000.00) shares, all of which shall be without par value. At stockholders meetings each stockholder shall be entitled to one vote for each share of stock held in his name which vote may be cast by him either in person or by proxy. The corporation may issue and dispose of such shares of the stock for such consideration, either in cash or by services rendered to the corporation, or by real or personal property transferred to it, as may be fixed by the Board of Directors hereof.

No stock of the corporation shall be transferred to a person who is not already a stockholder of record unless the stock shall have first been offered for sale to each of the other stockholders of the corporation at the same price and on the same terms as would govern upon a transfer to a person not a stockholder. The writing of offer shall set forth the price and terms and shall be sent by registered mail to each stockholder at the address listed on the corporate books. The right to transfer the stock to a person not a stockholder shall not exist until all existing stockholders refuse the offer made as provided for above, or until they fail for a period of thirty (30) days after receipt of the written offer to accept same by compliance with the terms therein set forth. Regulations as to the formalities and procedures to be followed in effecting the transfer shall be prescribed in the By-Laws of this corporation.

The corporation shall have a lien on all stock, and all dividends declared therein, for all indebtedness of the holder thereof to the corporation.

## VIII

The amount of capital with which this corporation shall commence business is Three Hundred (\$300.00) Dollars.

## CERTIFIED COPY

## IX

The name and post office address of the incorporators hereof and the number of shares of the capital stock subscribed to by each are:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
Johnny D. Miles	Route 2, Bono, Arkansas	1
Reggie L. Miles	Jonesboro, Arkansas	1

## X

The management of this corporation shall be vested in a Board of Directors consisting of not fewer than two, nor more than five, who must be stockholders of the corporation, and by such officers as the said Board of Directors may, from time to time, elect or appoint, which Board of Directors shall be elected in the manner prescribed by the By-Laws of this Corporation.

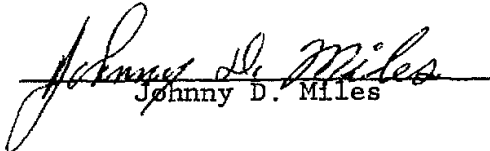
## XI

The Board of Directors of this corporation is expressly authorized, without the assent of the votes of the stockholders to make, alter, amend and rescind the By-Laws of this Corporation.

## XII

The private property of the stockholders, Directors and officers of this corporation shall be forever exempt from its debts, obligations and liabilities.

IN WITNESS WHEREOF, we have hereunto set our hands this 11th day of January, 1974.

  
Johnny D. Miles

  
Reggie L. Miles

# CERTIFIED COPY

## ACKNOWLEDGMENT

STATE OF ARKANSAS     )  
                              ) ss.  
COUNTY OF CRAIGHEAD )

On this day personally appeared before, me, a Notary Public, within and for the County and State aforesaid, duly qualified, commissioned and acting, Johnny D. Miles and Reggie L. Miles, to me all personally well known to be the persons who executed the foregoing articles of incorporation as incorporators thereunder, and stated that they had so executed same for the uses and purposes as set forth therein.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal as such Notary Public this 11th day of January, 1974.

  
\_\_\_\_\_  
Notary Public

My Commission Expires:

5/1/77

4-1313  
Quintero Acoustic  
File, Inc.

CERTIFIED COPY

FILED  
JAN 15 1974

KELLY BRYANT  
SECRETARY OF STATE  
By *[Signature]*

MICRO FILMED

Date .....

Reel No. ....

# STATE OF ARKANSAS

SECRETARY OF STATE

**Charlie Daniels**  
SECRETARY OF STATE

To All to Whom These Presents Shall Come, Greetings:

I, Charlie Daniels, Secretary of State of Arkansas, do hereby certify that the following and hereto attached instrument of writing is a true and perfect copy of

**Articles of Amendment with Restatement**

of

**JONESBORO ACOUSTICAL TILE, INC.**

changing the name to

**THE ACOUSTICAL GROUP, INC.**

filed in this office

May 27, 2005.

In Testimony Whereof, I have hereunto set my hand and affixed my official Seal. Done at my office in the City of Little Rock, this 27th day of May 2005.



*Charlie Daniels*

Secretary of State

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
FOR  
JONESBORO ACOUSTICAL TILE, INC.**

THE ACOUSTICAL GROUP, INC.  
ARTICLES OF AMENDMENT WITH RESTATEMENT  
FILED: 05/27/05, #Pages: 6  
Arkansas Secretary of State  
Business Services Division

The undersigned, being a corporation duly formed and existing in Arkansas and more specifically Ark. Code Ann. § 4-26-101 *et seq.*, desires to file these Amended and Restated Articles of Incorporation ("Restated Articles") for the purposes of amending and restating said corporation's articles as hereinafter set forth and reincorporating said corporation under the Arkansas Business Corporation Act, as codified at Ark. Code Ann. §§ 4-27-101 *et seq.*

NOW THEREFORE, the undersigned, pursuant to the provisions of the Arkansas Business Corporation Act as codified at Ark. Code Ann. § 4-26-101 *et seq.* and Ark. Code Ann. §§ 4-27-101 *et seq.*, as applicable, and any acts amendatory thereof and supplemental thereto, do hereby sign the following Restated Articles and certify the following:

1. **NAME.** The name of the corporation shall be changed to (hereinafter, "Corporation") is:  
  

**The Acoustical Group, Inc.**
2. **EFFECTIVE DATE & TIME.** These Restated Articles shall be effective at 12:00:00 a.m. on the 3<sup>rd</sup> day of June 2005 ("Effective Date").
3. **REINCORPORATION UNDER 1987 ACT.** The Corporation is hereby reincorporated under and shall hereafter be governed by and in accordance with Arkansas' Act 958 of 1987 commonly known as the Arkansas Business Corporation Act of 1987 and codified at Ark. Code Ann. § 4-27-101 *et seq.*
4. **OUTSTANDING SHARES & CLASS.** The total number of the Corporation's currently outstanding shares is Ninety-One (91) all of which are common shares.

5. **SHARES & CLASS ENTITLED TO VOTE.** The total number of shares entitled to be cast on the adoption of these Restated Articles is Ninety-One (91) all of which are common shares.

6. **SHAREHOLDER APPROVAL.** These Restated Articles were duly approved and adopted by the shareholders at a duly called special meeting of the Corporation's shareholders on the 26<sup>th</sup> day of May 2005 whereat the total number of undisputed votes cast in favor of these Restated Articles was Ninety-One (91) shares and this amount was sufficient for approval.

The vote at such meeting is further set forth as follows:

<u>Share Class</u>	<u>In Favor</u>	<u>Opposed</u>
Common	<u>91</u>	<u>0</u>
Totals	91	0

7. **CORPORATION'S PURPOSES.** The nature of the business and the objects and purposes to be transacted, promoted and carried on by the Corporation are to do any and all of the things herein mentioned as fully and to the same extent as natural persons might or could do, in any part of the world, namely:

- (a) To engage in construction activities namely, and without limitation, the purchase, sale, distribution and installation of ceiling and acoustical tile and all ancillary materials, services and operations thereto;
- (b) To make and hold investments in other business ventures and entities;
- (c) To acquire by purchase, exchange, lease or otherwise, and to hold, use, develop, operate, manage, sell, assign, improve, lease, mortgage, transfer, convey, and to invest in or deal in and with real, personal and mixed property of every classification and description, and rights, privileges and interest therein, wheresoever situated;

- (d) To conduct any other business enterprise or activity not contrary to law;
- (e) To do all such other things as are incidental or conducive to the statement of the above objects or purposes, or any of them, or necessary or incidental to the protection or benefit of the Corporation; and to transact any other kind of business that may seem to the Corporation capable of being conveniently carried on in connection with any of the purposes or objects above specified or calculated either directly or indirectly to enhance the value of, or render profitable any of the Corporation's properties or rights, or to be beneficial or desirable for the stockholders of the Corporation, not contrary to law, and whether or not of the same nature as, or similar in nature to, any of the purposes hereinbefore expressed; and
- (f) To have and exercise all of the powers conferred upon corporations by virtue of their existence as authorized by Ark. Code Ann. §§ 4-27-101 *et seq.* and any antecedent acts amendatory thereof.

8. **AUTHORIZED SHARES.** The Corporation's aggregate number of authorized shares shall be one thousand (1,000), all of which have a \$1.00 par value and are designated common shares of the Corporation. On the Effective Date hereof, all issued and outstanding common shares of the Corporation issued before the Effective Date shall be cancelled and returned to the Corporation in exchange for the issuance of new shares and certificates therefor bearing and burdened by the same rights and restrictions as the cancelled shares and having a One Dollar (\$1.00) Par value rather than No Par value of the cancelled shares.

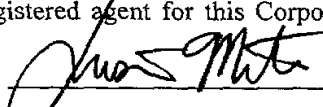


9. **REGISTERED OFFICE.** The registered office of the Corporation shall be:

2215 Grant Ave.  
Jonesboro, AR 72402

10. **REGISTERED AGENT.** The registered agent and address for service of process shall be:

Mr. Justin Miles  
2215 Grant Ave.  
Jonesboro, AR 72402

By his/her following signature, the registered agent acknowledges and accepts appointment as the registered agent for this Corporation and hereby provides a specimen of his/her signature: .

11. **DIRECTORS.** In the event the Corporation shall not have two (2) or more shareholders, the number of directors constituting the Corporation's Board of Directors ("Board") shall be one (1). Provided however, if the Corporation shall have two (2) or more shareholders, then the Board is authorized to increase, but is not required to or required to maintain, the number of Directors to a number equal to the number of shareholders up to and including a total number of three (3), regardless of the number of shareholders in excess of two (2). Notwithstanding the foregoing, nothing in this paragraph shall act to or be construed as limiting the ability of the Board of Directors change the number of directors within the parameters set forth herein or in accordance with the Bylaws of the Corporation. Any Director once duly elected and qualified shall serve until the Corporation's next annual meeting, or until their successor is duly elected and qualified.
12. **AMENDMENT OF ARTICLES OF INCORPORATION.** From time to time any of the provisions of these Articles of Incorporation may be amended, altered or repealed, and other provisions, as authorized by the laws of the State of Arkansas, may be added or inserted in

the manner and at the time prescribed by the applicable laws of the State of Arkansas, and all rights at any time conferred upon the shareholders of the Corporation by these Articles of Incorporation are granted subject to the provisions hereof.

13. **AUTHORITY TO CONTRACT.** The President of the Corporation and such other Officers, employees or agents as may be designated from time to time by the Corporation's Bylaws or resolution of the Corporation's Board of Directors shall have the sole authority to bind the Corporation to any contract or written instrument between the Corporation and any third party including, without limitation, all of its current and future shareholders.
14. **CONTRACTS.** No contract entered into by this Corporation shall be invalid or unenforceable because of the interest of any of the Corporation's Officer's or Director's direct or indirect interest in the contract.
15. **LIMITATION OF DIRECTORS' PERSONAL LIABILITY.** To the fullest extent permitted by the Arkansas Business Corporation Act as it now exists or may hereafter be amended, a Director of this Corporation shall not liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a Director. However, this provision shall not be construed to eliminate or limit in any way the liability of a Director for any:
  - (a) breach of the Director's duty of loyalty to the Corporation or its stockholders;
  - (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law;
  - (c) liability created under Ark. Code Ann. § 4-27-833 and any antecedent acts amendatory thereof;
  - (d) transaction from which the Director derived an improper personal benefit; or

- (e) any actions, omission, transaction, or breach of a director's duty creating any third-party liability to any person or entity other than the Corporation or a stockholder of the Corporation.

IN WITNESS WHEREOF, the Corporation has caused its corporate name to be subscribed by the authorized officer set forth below, who hereby verifies that the statements contained in the foregoing Restated Articles are true and correct to the best of his or her knowledge and belief, and duly attested by the secretary of the Corporation on this 26<sup>th</sup> day of May, 2005.

By: Reggie Miles  
Reggie Miles, President

Attest: Justin Miles  
Justin Miles, Secretary