

GO1555

OFFICES OF
HENDRICK, PHILLIPS, SCHEMM & SALZMAN

A PROFESSIONAL CORPORATION
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 OCT 11 PM 2:57

October 10, 2001

VIA FEDERAL EXPRESS

Department of State
State of Florida
Amendment Section
409 E. Gaines Street
Tallahassee, Florida 32399

400004631434--6
-10/11/01--01045--001
*****35.00 *****35.00

Re: Articles of Amendment for Keene Construction Company
of Central Florida, Inc.

Dear Sir or Madam:

Enclosed please find the following documents for filing with your office:

- (1) Original and one conformed copy of the Articles of Amendment for the above-referenced corporation; and
- (2) A check made payable to the Department of State in the amount of \$35.00 to cover the filing fees for said Articles.

Also enclosed, is a self-addressed, stamped envelope for your convenience in mailing the Certificate of Amendment to our offices.

If you have any questions regarding the enclosures, please do not hesitate to contact me.

Very truly yours,

HENDRICK, PHILLIPS, SCHEMM & SALZMAN


Neil C. Schemm

NCS:vw
Enclosures
cc: David A. Whitehill, President
G:\CLIENTS\1753\20\CORR\FloridaSecofState\0-10-01.doc

Amend

V SHEPARD OCT 16 2001

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 OCT 11 PM 2:57

KEENE CONSTRUCTION COMPANY OF CENTRAL FLORIDA, INC.

(present name)

G01555

(Document Number of Corporation (If known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

See Exhibit A attached hereto and incorporated herein.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

Not Applicable

THIRD: The date of each amendment's adoption: October 9, 2001

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____."
(voting group)

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 9th day of October, 2001

Signature

David A. Whitehill, President

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders) David A. Whitehill, President

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

David A. Whitehill

(Typed or printed name)

President

(Title)

EXHIBIT A

AMENDMENTS TO THE ARTICLES OF INCORPORATION

OF

KEENE CONSTRUCTION COMPANY OF CENTRAL FLORIDA, INC.

Pursuant to Section 607.1006 of the Florida Statutes, the Articles of Incorporation of KEENE CONSTRUCTION COMPANY OF CENTRAL FLORIDA, INC., a Florida corporation (hereinafter the "Corporation"), are hereby amended as follows:

I.

Article III of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

"A. The Corporation is authorized to issue Fourteen Thousand (14,000) shares divided into two classes. The designation of each class, the number of shares of each class, and the par value of the shares of each class are as follows:

<u>Class</u>	<u>Number of Shares</u>	<u>Par Value Per Share</u>
Common	7,000	\$1.00
Preferred	7,000	\$.01

B. The preferred shares shall on any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation receive a preferential amount of One Thousand and No/100th Dollars (\$1,000.00) per share (the "Stated Preference"). If, on any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation, the assets of the Corporation are insufficient to permit full payment of the Stated Preference to the preferred shareholders then the holders of the preferred shares shall share ratably in any distribution of assets in proportion to the amount of the Stated Preference to which they would otherwise be respectively entitled. If, on any voluntary or involuntary liquidation, dissolution, or winding up of the affairs of the Corporation, payment of the Stated Preference shall have been made in full to the holders of the preferred shares, the remaining assets and funds of the Corporation shall be distributed equally to all outstanding shares, preferred and common, share for share. Neither the consolidation or merger of the Corporation, nor the lease or conveyance of all or substantially all of its assets, shall be deemed a liquidation, dissolution, or winding up of the affairs of the Corporation within the meaning of this Paragraph.

C. In the event of the declaration of any dividends by the board of directors out of funds legally available for this purpose, during a calendar year, the preferred shares shall be entitled to receive a preferential dividend distribution from all dividends paid during the calendar year until each outstanding preferred share shall have been paid an aggregate amount of dividend distributions during such calendar year equal to Sixty and No/100th Dollars (\$60.00) per share (the "Annual Dividend Preference"). Thereafter, any such dividends paid during the calendar year shall be paid equally, share for share, to all outstanding shares, preferred and common. Nothing contained herein shall require the declaration of dividends payable to any class of shares. The Annual Dividend Preference shall not be cumulative.

D. Except as otherwise required by law, the holders of the common shares shall have the exclusive voting rights and powers, including the exclusive right to notice of shareholders' meetings."

II.

Article VI of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

"The shareholders of the Corporation do not have a preemptive right to acquire the Corporation's unissued shares."

III.

Article VII of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

"The number of Directors of the Corporation shall be one or more; provided, further, that the precise number may be fixed by resolution of the common shareholders from time to time, in accordance with the Bylaws of the Corporation. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at an annual or special meeting of the Directors. The Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Directors. Nothing in this Article shall be construed to preclude a Director from serving the Corporation in any other capacity and receiving compensation therefor."