

H09755

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TALLAHASSEE FLORIDA

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*Amend
Tleu's
12-2-08*

**Knott, Consoer, Ebelini
Hart & Swett, P.A.**
ATTORNEYS - AT - LAW

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George L. Consoer, Jr. **
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Director of Zoning
and Land Use Planning

November 20, 2008

Department of State
Division of Corporations
Corporate Filings
PO Box 6327
Tallahassee, FL 32314

Re: Compass Construction, Inc.

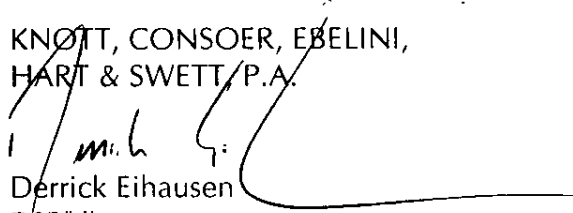
Dear Sir/Madam:

Enclosed please find an original Articles of Amendment to Articles of Incorporation of Compass Construction, Inc. In addition, enclosed please find our firm's check in the amount of thirty five dollars (\$35.00) for the filing fee for this amendment.

Thank you for your assistance with this matter. If you have any questions or concerns please do not hesitate to contact me.

Very truly yours,

KNOTT, CONSOER, EBELINI,
HART & SWETT, P.A.


Derrick Eihausen
DSE/klh

Enclosure

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Compass Construction, Inc.

DOCUMENT NUMBER: H09755

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

Please return all correspondence concerning this matter to the following:

Derrick Eichawen, Esq.
(Name of Contact Person)

Kraft, Consoer, Ebelin, Hart & Sweet, P.A.
(Firm/ Company)

1625 Hendry St. Suite 301
(Address)

FL Myers FL 33901
(City/ State and Zip Code)

For further information concerning this matter, please call:

Kate Hroncich at (239) 334-2722
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☒ \$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

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
COMPASS CONSTRUCTION, INC.

FILED
2000 NOV 28 PM 5:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, the Articles of Incorporation of Compass Construction, Inc., a Florida Corporation (the "Corporation"), filed with the Department of State on June 26, 1984, and assigned document number H09755, are hereby amended to read as follows:

1. Article IV titled Capital Stock shall be as follows:

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is One Thousand (1,000) shares. All such shares shall be of a single class, designated as common, par value One Dollar (\$1.00) per share.

2. Article IX titled Bylaw Amendment shall be as follows:

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

3. Article XI titled Indemnification shall be as follows:

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

4. A new Article XIII titled Shareholder Rights shall be created as follows:

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, as amended, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution. No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities or out of shares or other securities acquired by the corporation after the issue thereof, regardless of the consideration therefor.

5. A new Article IX titled Control-Share Opt Out shall be created as follows:

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

The preceding amendments to the Articles of Incorporation of Compass Construction, Inc. were approved by the shareholders of the corporation. The number of votes cast for each amendment was sufficient for approval.

Dated this 11th day of November, 2008.

COMPASS CONSTRUCTION, INC.

By: 
Lawrence J. Oliver, President