

Division of Corporations

Page 1 of 1

H 73707

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H11000262212 3)))



H110002622123ABCR

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : FISHER, TOUSEY, LEAS & BALL
Account Number : 119990000021
Phone : (904) 356-2600
Fax Number : (904) 355-0233

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
SOUTHEASTERN ALUMINUM PRODUCTS, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$35.00

Electronic Filing Menu

Corporate Filing Menu

Help

Amended
Restated
11/3/11
TK

H11000262212

11 NOV - 2 PM 12:06

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

SOUTHEASTERN ALUMINUM PRODUCTS, INC.

The undersigned, desiring to form a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation is SOUTHEASTERN ALUMINUM PRODUCTS, INC.

ARTICLE II: PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III: DURATION

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five (5) days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE IV: CAPITAL STOCK

(a) Authorized Shares. This corporation is authorized to issue seventy thousand (70,000) shares of capital stock, all of which shall have a par value of Ten Cents (\$.10) per share. Fifty Thousand (50,000) shares shall be designated as Class A voting common shares and twenty thousand (20,000) shares shall be designated as Class B nonvoting common shares. Except that each holder of Class A voting common shares shall have voting powers and rights as set forth below, and that Class B nonvoting common shares shall not carry with them any voting powers or rights, the preferences, limitations and relative rights of each of these classes of shares are identical.

(b) Capital Stock. The capital of the corporation shall be at least equal to the sum of the aggregate par value of all issued shares having par value, plus such amounts as, from time to time, by resolution of the Board of Directors, may be transferred thereto.

(c) Corporate Liquidation and Dissolution. In the event of voluntary or involuntary liquidation, dissolution or winding up of the corporation, the holders of record of the common stock, whether Class A or Class B, shall be entitled to receive distribution, ratably, of the remaining assets of the corporation.

(d) Voting Rights. Each holder of Class A voting common shares shall have one vote in respect to each share held by him, and the exclusive voting power with respect to the corporation shall be vested in the holders of the Class A voting common shares. At all meetings of shareholders, a majority in number of all shares entitled to vote at such meetings, present

either in person or represented by proxy, shall constitute a quorum. The voting rights of all shares entitled to vote are restricted by, and further provided for in, that certain Corporate Governance Agreement dated May 2, 2007.

(e) Pre-emptive Rights. Shareholders shall have no pre-emptive rights.

(f) Restrictions on Transfer of Stock. The shareholders have, by that certain Amended and Restated Business Continuation Agreement dated May 2, 2007, imposed certain restrictions on the sale, transfer, and encumbrance of the stock of this corporation.

ARTICLE V: INITIAL REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation is One Independent Drive, Suite 2600, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is Mary A. Robison.

ARTICLE VI: DIRECTORS

(a) Number and Voting. The number and voting of the directors of this corporation are governed by that certain Corporate Governance Agreement dated May 2, 2007.

(b) Compensation. The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

(c) Indemnification. The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VII: BYLAWS

The initial Bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.


ARTICLE VIII: INCORPORATOR

The name and street address of the incorporator of this corporation were:

Donald W. Wallis

2600 Independent Square
Jacksonville, Florida 32202

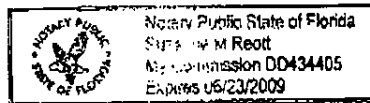
IN WITNESS WHEREOF we have made, signed and hereby acknowledge these Amended and Restated Articles of Incorporation as of this 2nd day of May, 2007.

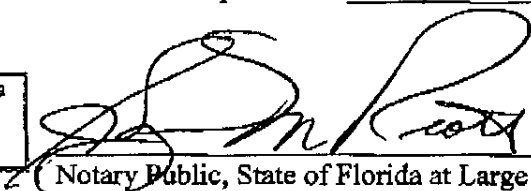

John R. Wright, Director


William K. Jackson, Jr.

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 2 day of May, 2007, by, John R. Wright and William K. Jackson, Jr., as Directors of Southeastern Aluminum Products, Inc., and who are personally known to me or who have produced N/A as identification.




Notary Public, State of Florida at Large

My Commission Expires: 6/23/09