

L19000258599

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

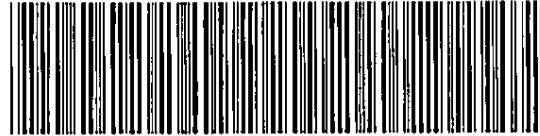
(Business Entity Name)

(Document Number)

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

Special Instructions to Filing Officer:

Office Use Only



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19 OCT 25 PM 1:24

2019 OCT 25 PM 3:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

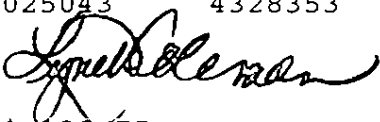
FILED

OCT 28 2019

K. Brumbley

FILE 2ND

CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195  
REFERENCE : 025043 4328353  
AUTHORIZATION :   
COST LIMIT : \$ 128.75

ORDER DATE : October 25, 2019

ORDER TIME : 3:27 PM

ORDER NO. : 025043-005

CUSTOMER NO: 4328353

DOMESTIC AMENDMENT FILING

NAME: ONYX ASPHALT USA, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Robinson -- EXT# 62968

EXAMINER'S INITIALS: \_\_\_\_\_

## COVER LETTER

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

SUBJECT: Onyx Asphalt USA, Inc.

Enclosed is an original and one (1) copy of the Certificate of Domestication and a check for:

### FEES:

Certificate of Domestication	\$ 50.00
Articles of Incorporation and Certified Copy	\$ 78.75
Total to domesticate and file	\$128.75 ✓

### OPTIONAL:

Certificate of Status

\$ 8.75 ✓

Ellen Gilmore, Esq

Name (printed or typed)

200 E. Broward Boulevard, Suite 1800

Address

Fort Lauderdale, FL 33301

City, State & Zip

954-343-6963

Daytime Telephone Number

bob@onyxasphaltusa.com

E-mail address: (to be used for future annual report notification)

# CERTIFICATE OF DOMESTICATION

The undersigned, Robert Botthof, President  
(Name) (Title)

of Onyx Asphalt USA, Inc. a foreign corporation,  
(Corporation Name)

in accordance with s. 607.1801, Florida Statutes, does hereby certify:

1. The date on which corporation was first formed was March 16, 2004
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was Illinois
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Onyx Asphalt USA, Inc.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is Onyx Asphalt USA, Inc.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was Illinois
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am President, of Onyx Asphalt USA, Inc.

and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 25<sup>th</sup> day of October, 2019

  
(Authorized Signature)

## Filing Fee:

Certificate of Domestication	\$ 50.00
Articles of Incorporation and Certified Copy	\$ 78.75
Total to domesticate and file	\$128.75

FILED  
2019 OCT 25 PM 3:32  
TALLAHASSEE, FL  
STATE OF FLORIDA  
SECRETARY OF STATE

**ARTICLES OF INCORPORATION  
OF  
ONYX ASPHALT USA, INC.**

The undersigned, for the purposes of forming 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 Onyx Asphalt USA, Inc.

**Article II - Nature of Business**

This Corporation may engage in any activity or business permitted under the laws of the United States or the State of Florida.

**Article III - Capital Stock**

The maximum number of shares of stock which this Corporation is authorized to have outstanding at any one time is 1,000 shares of common stock, par value \$1.00 per share.

**Article IV - Term**

This Corporation shall have perpetual existence unless dissolved pursuant to law.

**Article V - Address**

The street address of the principal office of this Corporation in the State of Florida is 1857 San Marco Road, C202, Marco Island, FL 34145. The Board of Directors of this Corporation may from time to time move its principal office in the State of Florida to any other place in this State.

**Article VI - Directors**

This Corporation shall have one (1) Director initially. The number of Directors of this Corporation may be either increased or diminished from time to time pursuant to the Bylaws, but shall never be less than one (1).

**Article VII - Initial Directors**

The name and street address of the initial Director of this Corporation who shall hold office until his successor is elected or appointed and shall have qualified is:

Robert Botthof  
1857 San Marco Road, C202  
Marco Island, FL 34145

**Article VIII - Incorporator**

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Robert Botthof  
1857 San Marco Road, C202  
Marco Island, FL 34145

#### **Article IX - Other Provisions**

1. Ownership of stock shall not be required to make any person eligible to hold office either as an officer or as a director of this Corporation.
2. The stockholders may, pursuant to the Bylaw provision or by stockholders agreement, recorded in the minute book, impose such restrictions on the sale, transfer or encumbrances of the stock of this Corporation as they may see fit.
3. The Board of Directors of this Corporation shall adopt Bylaws for the government of this Corporation which shall be subordinate only to the Certificate of Incorporation and the laws of the United States and the State of Florida. The Bylaws may be amended from time to time by either the stockholders or the Board of Directors.
4. Any stockholder of this Corporation, to the extent now or hereafter permitted pursuant to the Bylaws of this Corporation or the statutes and laws of the State of Florida, may enter into any written agreement relating to any phase of the affairs of this Corporation. No such agreement shall impose directors' or officers' liabilities upon the stockholders who are parties thereto except to the extent required by the statutes and laws of the State of Florida.
5. The Board of Directors of this Corporation is 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 this Corporation may also serve the Corporation in any other capacity and receive compensation therefor in any form.
6. The Corporation shall indemnify any director, officer or employee, or former director, officer or employee of the Corporation, or any person who may have served at its request as a director, officer, or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director, officer or employee, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. The Corporation may also reimburse to any director, officer or employee the reasonable costs of settlement of any such action, suit or proceeding, if it shall be found by a majority of a committee composed of the directors not involved in the matter of controversy (whether or not a quorum) that it was to the interests of the Corporation that such settlement be made and that such director, officer or employee was not guilty of negligence or misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such director, officer or employee may be entitled under any Bylaw, agreement, vote of shareholders or otherwise.

#### **Article XI - Registered Office**

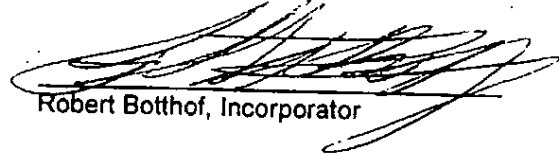
The Registered Agent and registered office of the Corporation shall be:

Robert Botthof  
1857 San Marco Road, C202  
Marco Island, FL 34145

#### Article XII - Amendment

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the stockholders is subject to this reservation.

In witness whereof, the undersigned Incorporator has executed these Articles of Incorporation this 25<sup>th</sup> day of October, 2019.



Robert Botthof, Incorporator

CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE  
OR DOMICILE FOR SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

---

Pursuant to Chapter 48.091, Florida Statutes, the following is  
submitted in compliance with said Act.

FIRST -- That Onyx Asphalt USA, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Marco Island, County of Collier, State of Florida, has named Robert Botthof as Registered Agent, who may be served at the registered office located at 1857 San Marco Road, C202, City of Marco Island, County of Collier, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT (MUST BE SIGNED BY DESIGNATED AGENT):

Having been named to accept service of process for the above stated Corporation, at place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

  
Robert Botthof, Registered Agent