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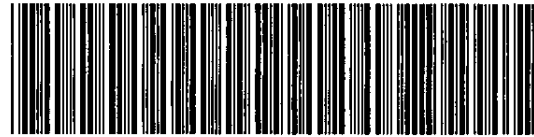
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TO: Amendment Section
Division of Corporations

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NAME OF CORPORATION: National Women in Roofing, Inc.

DOCUMENT NUMBER: N16000000626

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

Please return all correspondence concerning this matter to the following:

Trenton H. Cotney

(Name of Contact Person)

Trent Cotney, P.A.

(Firm/ Company)

407 N. Howard Avenue

(Address)

Tampa, FL 33606

(City/ State and Zip Code)

tcotney@trentcotney.com

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

For further information concerning this matter, please call:

Trenton H. Cotney

813

579-3278

at

(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:

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Certificate of Status
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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

TRENT COTNEY | P.A.

CONSTRUCTION LAW GROUP

8621 East Martin Luther King, Jr. Boulevard, Tampa, Florida 33610
Tel: 813.579.3278 | Fax: 813.902.7612
gdostic@trentcotney.com

April 6, 2017

VIA FAX TRANSMITTAL
(850-245-6897)

Cheryl R McNair
Regulatory Specialist II
Bureau of Commercial Recording
22661 Executive Center Circle
Tallahassee, Florida 32301


RE: National Women Roofing, Inc.
Ref. Number: N16000000626

Cheryl,

Please find the revised Amended and Restated Articles of Incorporation of National Women in Roofing, Inc. Per my discussions with your office, this version is now in compliance.

Sincerely,

TRENT COTNEY, P.A.



Grant R Dostic

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
NATIONAL WOMEN IN ROOFING, INC.**

Pursuant to the provisions of Section 617.1007 of the Florida Not for Profit Corporations Act, National Women in Roofing, Inc. ("the Corporation") amends and restates its Articles of Incorporation and adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I. NAME

The name of this corporation is National Women in Roofing, Inc.

ARTICLE II. PRINCIPAL OFFICE

The street and mailing address of the principal office of the Corporation is:

8621 E Dr. Martin Luther King Blvd
Tampa Fl 33610

ARTICLE III. REGISTERED AGENT AND ADDRESS

The name and street address of the Corporation's registered agent are:

Trent Cotney, P.A.
8621 E Dr. Martin Luther King Blvd
Tampa, Florida 33610

ARTICLE IV. PURPOSES AND POWERS

Section 1. Purposes. The Corporation is organized under the Florida Not For Profit Corporation Act and shall be operated exclusively to constitute a business league within the meaning of section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code"), and within such limits, to receive, administer and expend funds for purposes including but not limited to:

- (a) providing networking, recruiting, mentoring, and education for women roofing professionals;
- (b) providing opportunities for women and men, new and established, to find ongoing success working together in the roofing industry through various educational programs such as public discussion groups, forums, panels, lectures, or similar programs; and
- (c) transacting any and all other lawful activities that are incidental to the foregoing general purposes and for which a corporation can be organized under the Florida Not For Profit Corporations Act, except as restricted by other provisions of these Articles of Incorporation.

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Section 2. Powers. In furtherance of the foregoing purposes, the Corporation shall have and may execute all such powers expressly or impliedly conferred upon not for profit corporations organized under the Florida Not For Profit Corporation Act, except as limited by the Articles of Incorporation.

Section 3. Limitations. No part of the net earnings of the Corporation shall inure to the benefit of its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes hereinabove set forth. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities to the extent not permitted to be conducted or carried on by an organization exempt under Section 501(c)(6) of the Code, and shall not participate or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office to an extent that would disqualify it from tax exemption under section 501(c)(6) of the Code.

Section 4. Dissolution. In the event the Corporation is dissolved or liquidated, all assets of the Corporation, subject to the discharge of valid obligations of the Corporation and to applicable provisions of the Florida Not For Profit Corporation Act, shall be transferred to the National Association of Women in Construction, or (in the event the National Association of Women in Construction is no longer in existence or no longer qualifies as exempt from federal income tax under section 501(c)(6) of the Code, to another non-profit organization which then qualifies as exempt from federal income tax under section 501(c)(6) of the Code, as selected by the Corporation's Board of Directors.

ARTICLE V. MEMBERS

The Corporation shall have members. The qualifications for, and rights and responsibilities of membership shall be as set forth in the Corporation's Bylaws.

ARTICLE VI. TERM OF EXISTENCE

The Corporation shall exist perpetually.

ARTICLE VII. DIRECTORS

The Corporation shall be managed, its properties controlled and its officers governed under the direction of its Board of Directors. The directors of the Corporation will be elected as provided in the Bylaws of the Corporation. The number of directors of the Corporation shall be the number from time to time fixed in accordance with the terms and conditions of the Bylaws of the Corporation, but at no time shall the number of directors be less than five or more than 25.

ARTICLE VIII. OFFICERS

The officers of the Corporation shall consist of a chair, a vice chair, a secretary, a treasurer and such other officers as the Board of Directors may elect. The officers shall be elected by the Board of Directors as provided in the Bylaws. Two or more offices may be held by the same person.

ARTICLE IX. AMENDMENT OF BYLAWS

Except as otherwise required by law, the Bylaws of the Corporation may be amended, altered or rescinded, or new bylaws may be adopted, at any time, by the Board of Directors, at any regular or special meeting called for that purpose. To be adopted, such amendment, alteration, or rescission must receive the affirmative vote of two thirds (2/3) of the members of the Board of Directors present at a duly constituted meeting. Any amendment, alteration, or rescission of the bylaws that changes or deletes a provision with a greater quorum or voting requirement must satisfy that greater quorum or voting requirement for the amendment, alteration, or rescission to be effective.

ARTICLE X. AMENDMENT OF ARTICLES OF INCORPORATION

Except as otherwise required by law, the Articles of Incorporation of the Corporation may be amended, altered or rescinded, or new articles of incorporation may be adopted at any regular meeting of the Board of Directors, or at a special meeting of the Board of Directors called for that purpose. To be adopted, such amendment, alteration, or rescission must receive the affirmative vote of two thirds (2/3) of the Board of Directors present at a duly constituted meeting. Any amendment, alteration, or rescission of the Articles of Incorporation that changes or deletes a provision with a greater quorum or voting requirement must satisfy that greater quorum or voting requirement for the amendment, alteration, or rescission to be effective.

ARTICLE XI. INCORPORATOR

The name and street address of the sole incorporator are:

Heidi Ellsworth
P.O. Box 462
Camp Sherman, OR 97730

The foregoing Amended and Restated Articles of Incorporation supersede the existing Articles of Incorporation of the Corporation, as amended and restated before the effective date of these Articles of Amendment and Restatement. The foregoing amendments and restatement of the Corporation's Articles of Incorporation do not require member approval and were adopted and approved on February 27, 2017, by the affirmative vote of 100% of the Board of Directors of the Corporation, which is sufficient for approval of the amendments and restatement.


Heidi J. Ellsworth
Heidi Ellsworth, Chair