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February 12, 2001

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\*\*\*\*\*43.75 \*\*\*\*\*43.75

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

Re: **Southeast Independent Distributors Association, Inc.**  
Articles of Amendment to Not-for-Profit Corporation

Gentlemen:

You find enclosed the original plus one copy of Articles of Amendment to the above referenced not-for-profit corporation along with a check in the amount of \$43.75 to cover costs of filing and one certified copy.

**PLEASE NOTE:** The amendment includes a name change (n/k/a Select Independent Distributors of America, Inc.) as well as designates a new Registered Agent (the Acceptance of Registered Agent is included as the last page). Since there were so many modifications to the original Articles, we have listed each Article and Section change on the first page, and then referenced the new Amended Articles (restated) as attached Exhibit "A".

Please file these Articles of Amendment at your earliest possible convenience and return the certified copy to this office in the preaddressed, stamped envelope provided. Should you have any questions or concerns regarding the foregoing, please call my office at (904) 738-3411 and speak with my legal assistant, **Cindy Pierce**.

Your assistance is very much appreciated.

*Note: Cindy gave authorization to  
Correct Doc. in Art. 5. I & II.  
2/19 JB*

Very truly yours,

NORD L. JOHNSON, P.A.

*Amend. & N/c*

By:

*[Signature]*  
Nord L. Johnson, Esq.

V. SHEPARD FEB 19 2001

NLJ/cp  
encs

FILED  
DIVISION OF CORPORATIONS  
01 FEB 14 PM 12:01

**ARTICLES OF AMENDMENT**  
**to**  
**ARTICLES OF INCORPORATION**  
**of**

**SOUTHEAST INDEPENDENT DISTRIBUTORS ASSOCIATION, INC.**

FILED -  
SECRETARY OF STATE  
DIVISION OF CORPORATION  
01 FEB 14 PM 12:01

*Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.*

**FIRST:** ARTICLE I, Section 1. (which changes the name of the Corporation to "**SELECT INDEPENDENT DISTRIBUTORS OF AMERICA, INC.**"), Sections 2. and 3.; ARTICLE II; ARTICLE III, Section 1.(B); ARTICLE IV, Section 6.; ARTICLE V; ARTICLE VIII; ARTICLE XI; and ARTICLE XII are hereby amended, and ARTICLE VII; ARTICLE IX; and ARTICLE X are hereby deleted as is indicated on the ARTICLES OF AMENDMENT attached hereto as **EXHIBIT "A"** hereto.

**SECOND:** The date of adoption of the amendments set forth above was:

The 23 day of January, 2001.

**THIRD:** The adoption of the amendments was approved by the members and the number of votes cast for the amendments was sufficient for approval, a quorum having been present for such meeting.

SELECT INDEPENDENT DISTRIBUTORS  
OF AMERICA, INC.

By: \_\_\_\_\_

DAVID O'DONNELL, President

**ATTEST:**

By: \_\_\_\_\_

TINA B. HOUCK, Secretary

STATE OF Michigan  
COUNTY OF Macomb

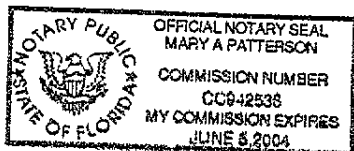
The foregoing ARTICLES OF AMENDMENT was acknowledged before me this 23  
day of January, 2001, by **DAVID O'DONNELL**, President of **SELECT**  
**INDEPENDENT DISTRIBUTORS OF AMERICA, INC.**, a Florida nonprofit corporation, on behalf  
of the Corporation. He is personally known to me and he did not take an oath.

**VICTORIA A. STEPNAK**  
Notary Public, Macomb County, MI  
My Commission Expires Oct 15, 2004

*Victoria A. Stepnak*  
NOTARY PUBLIC, State of

STATE OF Florida  
COUNTY OF Volusia

The foregoing ARTICLES OF AMENDMENT was acknowledged before me this 18<sup>th</sup>  
day of January, 2000, by **TINA B. HOUCK**, Secretary of **SELECT**  
**INDEPENDENT DISTRIBUTORS OF AMERICA, INC.**, a Florida nonprofit corporation, on behalf  
of the Corporation. She is personally known to me and he did not take an oath.



*Mary A. Patterson*  
NOTARY PUBLIC, State of

**MARY A PATTERSON**

**EXHIBIT "A"**

ARTICLES OF AMENDMENT AND RESTATEMENT  
of

**ARTICLES OF INCORPORATION**

of

**SELECT INDEPENDENT DISTRIBUTORS OF AMERICA, INC.**  
(f/k/a Southeast Independent Distributors Association, Inc.)

The undersigned hereby associate themselves together for the purposes of forming a corporation not for profit under the laws of the State of Florida, said incorporation having been properly authorized by a meeting of its Board of Directors regularly called.

**ARTICLE I**

(Name and Location)

Section 1. The name of the corporation, which is hereinafter referred to as "this Association" is the SELECT INDEPENDENT DISTRIBUTORS OF AMERICA, INC.

Section 2. The principal office shall be located, <sup>uf</sup>~~initially~~ at 421 Live Oak Drive, in the City of Daytona Beach, State of Florida, 32114, provided however, that the Board of Directors shall have the power to designate from time to time, such other places within the United States as may best serve the interest of this Association.

Section 3. This Association shall operate throughout the United States.

**ARTICLE II**

(Registered Agent)

<sup>uf</sup>  
The ~~initial~~ Registered Agent of the Corporation shall be the following name person at the following address:

TINA B. HOUCK  
c/o B & F Supply Company, Inc.  
(P.O. Box 667 - Daytona Beach, FL 32115-0667)  
421 Live Oak Drive  
Daytona Beach, FL 32114

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ARTICLE III  
(Objectives)

Section 1. The general nature and objectives of this Association shall be:

(A) To provide a forum for the exchange of information of common interest and concern for small independent construction roofing and related materials distributors (hereinafter referred to simply as "Distributors"); to provide information and assistance for Distributors with regard to the acquisition of materials, equipment, supplies, and services needed in the operation of their businesses; to provide information, education and assistance in all facets of business operation for Distributors; and to improve the communications between the Distributors and the manufacturers of the materials and supplies they distribute.

(B) To associate management of Distributors within the United States for the purpose of mutual advantage and cooperation;

(C) To cooperate with all members of the building industry including manufacturers, contractors, subcontractors and any others directly contributing to the building industry for the purpose of mutual advantage and for the benefit of the building industry as a whole.

(D) To serve the Distributors by investigating new and better business practices; conducting educational programs to apprise the Distributors of such matters; and in general to promote closer and better relations between the Distributors and those with whom they interact in the construction industry.

(E) To operate a non-profit organization in which no part of the income of this organization shall inure to the benefit of any individual member.

ARTICLE IV  
(General Powers)

Section 1. This Association shall be empowered to transact any and all lawful business, together with and in addition to those powers conferred by the laws of the State of Florida, and the principles of common law upon corporations organized and existing under and by virtue of the laws of Florida.

Section 2. This Association shall be empowered to purchase for its use, either as business locations or for investment and resale, real property of any tenure and any interest therein, and to create, sell and deal in freehold or leasehold ground rents and to make advances upon the security of land or buildings, or other property, or any interest therein, and to take and hold title to land, tenements, and buildings, and to sell and convey the same, provided that under no circumstances shall any part of the income of this Association insure to the benefit of any individual member.

Section 3. This Association shall be empowered to borrow and contract debts when necessary, either for transaction of its business, or for the exercise of its corporate rights, privileges and franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures, and other obligations and evidence of indebtedness, whether secured by mortgage or otherwise, or unsecured, either for the purpose of investment, conduct of its business, or other lawful objects, again, provided that under no circumstances shall any part of the income of this Association insure to the benefit of any individual member.

Section 4. This Association shall be empowered to buy, sell, convey and deal in real and personal property in this State and in any other state or territory, or in foreign countries; in any manner to acquire, enjoy, utilize, and dispose of patents, copyrights, and trademarks, and any licenses or other rights or interests therein or thereunder;

Section 5. This Association shall be empowered to employ, generally agents, whether members, officers and/or directors of this Association or otherwise, and to transact any and all business which may be necessary, incidental, or proper to the exercise of any or all of the aforesaid purposes of this Association; to exercise generally such powers as may be incidental or convenient for any of the purposes or businesses of this Association; to have, exercise, and enjoy all of the rights and privileges of corporations not-for-profit conferred by the laws of the State of Florida and all amendments thereto.

Section 6. The foregoing clauses of Sections 1. through 5. shall be construed both as powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit the powers of this Association, and each power and object shall be construed as if named separately and alone and shall not be limited in any way because of the naming of any other power or object.

#### ARTICLE V (Membership)

Section 1. Membership in this Association shall be considered all active members, and shall be limited to independent distributors of roofing, siding and related construction materials who conduct business in the United States.

Section 2. New applications for membership shall be approved by a two-thirds (2/3) vote of the Board of Directors.

Section 3. Monetary dues for membership in this Association shall be as established by the Board of Directors from time to time.

Section 4. Mandatory attendance requirements for continued membership in this Association may be established by the Board of Directors.

ARTICLE VI  
(Term)

The term of this Association shall be perpetual.

ARTICLE VII  
(Subscribers)

*(OMITTED)*

ARTICLE VIII  
(Officers)

The affairs of this Association are to be managed by the following officers: President, Vice-President, Treasurer and Secretary. Said officers shall be elected annually by the membership.

ARTICLE IX  
(Names of the Present Officers)

*(OMITTED)*

ARTICLE X  
(Names of the Present Directors)

*(OMITTED)*

ARTICLE XI  
(By-Laws)

The By-Laws of this Association may be adopted or amended by a vote of two-thirds of the Board of Directors present at a meeting called for that purpose which may be a regular or special meeting of the Board. The amendment shall become effective immediately upon its passage as aforesaid.



ARTICLE XII  
(Amendments)

The Articles of Incorporation of the SELECT INDEPENDENT DISTRIBUTORS OF AMERICA, INC. may be amended at any members meeting provided a quorum is present, by a two-thirds vote of the members present at the meeting, provided a summary or the substance of the proposed amendment shall have been submitted to the membership at least thirty (30) days in advance of its adoption. A copy of the Amendment to the Articles (as distinguished from the By-Laws) shall immediately upon adoption, be certified or authenticated by the Secretary of the Association, submitted to the Secretary of State of said State. The provisions of the Amendment shall become effective immediately upon filing in the office of the Secretary of State, State of Florida, as aforesaid.

ARTICLE XIII  
(Dissolution)

In the event this Association should be dissolved for any reason whatsoever, Dissolution shall be in accordance with the requirements of the laws of the State of Florida at the time of such Dissolution or termination of this Association. Any funds or assets of this Association remaining after the liquidation of corporate indebtedness shall be distributed, pursuant to such terms and conditions as may be imposed by the Secretary of State having jurisdiction over the dissolution proceeding to be held, to one or more organizations having similar objectives which have established exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XIV  
(Reserves)

When the financial status of this Association permits, reserves shall be established for specific purposes, Funds for each such reserve shall be segregated and invested separately. No funds of any such reserve shall be used for any purpose except that for which the reserve was established.

Whenever the total of funds accumulated in any such reserve reaches an amount which may reasonably be expected to accomplish the particular purpose of that reserve, and thereafter, any income thereof shall be transferred annually to another authorized reserve.

In the event the funds in all authorized reserves reach the totals sufficient to accomplish the purpose of the reserves, steps shall be taken each year to direct any net income of the preceding fiscal year into other channels consistent with the "objectives" of the Association or to otherwise properly prevent an unexpected accumulation of funds.

In Witness Whereof, the undersigned subscribers have hereunto set their hands and seals to the above Amended Articles of Incorporation this 23<sup>rd</sup> day of January, 2001, to be effective upon the date of filing.

SELECT INDEPENDENT DISTRIBUTORS  
OF AMERICA, INC.

By: Tina B. Houck  
TINA B. HOUCK, Secretary/Subscriber

By: David O'Donnell  
DAVID O'DONNELL, President/Subscriber

STATE OF Michigan  
COUNTY OF Macomb

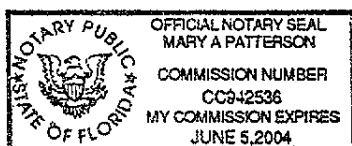
The foregoing amended ARTICLES OF INCORPORATION were acknowledged before me this 23 day of January, 2001, by **DAVID O'DONNELL**, who is personally known to me to be the person described as the President/Subscriber in the foregoing amended Articles of Incorporation and he acknowledged before me that he executed same, and he did not take an oath.

**VICTORIA A. STEPNAK**  
Notary Public, Macomb County, MI  
My Commission Expires Oct 15, 2004

Victoria A. Stepnak  
NOTARY PUBLIC, State of

STATE OF FLORIDA  
COUNTY OF VOLUSIA

The foregoing amended ARTICLES OF INCORPORATION were acknowledged before me this 18<sup>th</sup> day of January, 2001, by **TINA B. HOUCK**, who is personally known to me to be the person described as the Secretary/Subscriber in the foregoing amended Articles of Incorporation and he acknowledged before me that he/she executed same, and did not take an oath.



Mary A. Patterson  
NOTARY PUBLIC, State of

**MARY A PATTERSON**

**ACCEPTANCE BY REGISTERED AGENT**

I, **TINA B. HOUCK**, the undersigned, do hereby accept the appointment of registered agent of **SELECT INDEPENDENT DISTRIBUTORS OF AMERICA, INC.** I am familiar with, and accept the obligations of Florida Statutes 617.0501.

01-18-01

Date

Tina B. Houck

TINA B. HOUCK