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DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
108 N. GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 493-4000

COVER SHEET
FROM: EMPIRE CORPORATE
102 W. FLORIDA ST
SUITE 200
MIAMI, FL 33135
PHONE: (305) 541-3051
FAX: (305) 541-3770

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DOCUMENT TYPE: FLORIDA NON-PROFIT CORPORATION

NAME: SOUTH FLORIDA ROOF DECK ASSOCIATION, INC.

FAX AUDIT NUMBER: H90000007002

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NUM CAPS Connect: 00:21:4

RECEIVED

96 MAY 17 PM 1:00

DIVISION OF CORPORATIONS

Please
file after
dissolution
of profit corp
(H96-7001)

Need Affidavit
W96-10567

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 MAY 23 PM 12:00

FILED

MY-20-1996 17:09 FROM

TO

19049224000

P.01



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 17, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: SOUTH FLORIDA ROOF DECK ASSOCIATION, INC.
REF: W96000010567

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

IN ORDER FOR YOUR CORPORATION TO BE FILED, WE MUST HAVE A AFFIDAVIT FROM MR. EWART RELEASING THE NAME TO HIMSELF, ALSO THE AFFIDAVIT MUST STATE THAT MR. EWART HAVE NO INTENTION OF REVOKING THE DISSOLUTION FILED ON 5/17/1996. THIS AFFIDAVIT MUST BE SIGN AND NOTORIZED.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H96000007002
Letter Number: 696A00024671

05/22/96 11:59 FL Dept. of State pl/1



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

Mr. Austin
Empire
541-3694
Jessy

May 22, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL K

SUBJECT: SOUTH FLORIDA ROOF DECK ASSOCIATION, INC.
REF: W96000010567

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The articles of incorporation of a nonprofit corporation must be prepared in compliance with section 617.0202, Florida Statutes. Please refer to that section of the law for assistance.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Icoole
Corporate Specialist

FAX Aud. #: W96000007002
Letter Number: 596A00025535

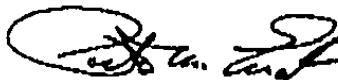
AFFIDAVIT OF PETER M. EWART, SR.

BEFORE ME, the undersigned authority, personally appeared PETER M. EWART, SR., who first being duly sworn upon oath deposes and says:

The SOUTH FLORIDA ROOF DECK ASSOCIATION, INC. name, which is the name of the dissolved corporation pursuant to a Dissolution of May 17, 1996, is to be used again by me on behalf of the not for profit corporation which will have the same name SOUTH FLORIDA ROOF DECK ASSOCIATION, INC., for which we filed our Articles of Incorporation on the 17th day of May, 1996.

I have no intention of revoking the dissolution filed on May 17, 1996, and wish only to have SOUTH FLORIDA ROOF DECK ASSOCIATION, INC. a NONPROFIT CORPORATION, with myself as President.

FURTHER AFFIANT SAYETH NAUGHT.



PETER M. EWART, President
SOUTH FLORIDA ROOF DECK ASSOCIATION, INC.

The foregoing instrument was acknowledged before me this 20 day of May, 1996, by PETER M. EWART, SR., who is personally known to me and who did take an oath.



NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



OFFICIAL SEAL
C. RANDALL AUSTIN
My Commission Expires
Nov. 19, 1998
Comm. No. CC 242538

FILED

96 MAY 31 PM 12:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

SOUTH FLORIDA ROOF DECK ASSOCIATION, INC.
A CORPORATION NOT FOR PROFIT

The undersigned, acting as incorporator of a corporation pursuant to chapter 617, Florida Statutes, adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be SOUTH FLORIDA ROOF DECK ASSOCIATION, INC.

ARTICLE II

The principal place of business and the mailing address of this corporation shall be:

3389 Sheridan Street, Suite 114, Hollywood, Florida 33031.

ARTICLE III

The purpose for which the corporation is formed, and the business and the objects to be carried on and promoted by it are as follows:

1. The purposes for which the corporation is organized are to receive and maintain real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code and

C. Randall Austin
6950 Cypress Creek Rd. #101
Plantation, FL 33317
(305) 792-5400 / FBN. 802670

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Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

2. The specific purpose for which the corporation is organized shall be:

To engage in any activity or business permitted under the laws of the United States and of this State. The Corporation will manage, maintain, administer, and provide an entity for operating related functions concerning the roof deck industry in South Florida.

3. To erect and maintain a building or buildings for the above purpose and to engage in any operation incidental to and essential to carry out the purposes above mentioned.

4. To solicit funds and donations in kind and from time to time to further the purposes of this corporation.

5. To acquire and receive by purchase, donation or otherwise, any property, real personal or mixed, and to hold, use and dispose of the same.

6. To borrow money and to issue evidences of indebtedness in furtherance of any or all of the objects of its business; and to secure loans by mortgage, pledge, deed of trust, or other lien.

7. To apply for, obtain and contract with any federal, state or local government or agency for direct loan or loans or other financial aid in the form of grants or otherwise relating to the purposes of this corporation.

8. To engage in any kind of activity, and to enter into, perform and carry out contracts of any kind, necessary or in connection with, or incidental to the accomplishment of any one or more of the non-profit purposes of the corporation.

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9. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any Director or officer of the corporation or any member of the corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no Director or Officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be carrying on each propaganda, or otherwise attempting to influence legislation and the corporation shall not participate in, or intervene in (including the publication or distribution of statement) and political campaign on behalf of any candidate for public office.

10. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501 (c) (3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

11. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of

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the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of Broward County, Florida in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said script shall determine, which are organized and operated exclusively for such purposes.

12. The corporation shall have such powers as are conferred upon it by Chapter 617 of the Laws of the State of Florida, and to exercise those powers in the accomplishment of its objects and purposes. The By-Laws may impose other conditions of membership from time to time.

ARTICLE IV

The manner in which the directors are elected or appointed shall be:

An annual election or at the discretion of the board members, will be held for electing new members. The founding applicator members: Peter Ewart, Tony Rosas, and Jose Fernandez will remain as permanent members and be afforded two (2) votes each. The remaining three (3) board members have one vote each. Nominations from the board will be made and the majority vote will be

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needed to fill the member position being voted on.

ARTICLE V

The name and address of the initial registered agent shall be:

C. RANDALL AUSTIN
Payne & Austin, P.A.
6950 Cypress Road, #101
Plantation, FL 33317
FL Bar No. 802670

ARTICLE VI

The name and street address of the initial registered agent shall be:

C. RANDALL AUSTIN
Payne & Austin, P.A.
6950 Cypress Road, #101
Plantation, FL 33317

ARTICLE VII

The affairs of the corporation shall be managed by a President, Vice President, Secretary and a Treasurer and such other officers as may from time to time be created by the Board of Directors. The names of the Officers and the office they shall hold until the first election shall be:

PETER M. EWART
President

JOSE FERNANDEZ
Vice President

TONY ROSAS
Vice President

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ARTICLE VIII

The members of the Board of Directors shall never be less than three (3) in number. Initially the Board of Directors shall consist of six (6) persons, two (2) Alternates and one Executive Director whose names and addresses are as follows and who shall serve as Directors until the first election:

PETER M. EWART
President

JOSE FERNANDEZ
Vice President

TONY ROSAS
Vice President

JOHN BARKER
Director

BRUCE BRUDER
Director

JORGE ARMENTEROO
Director

FRED HALL
Alternate Director

RICHARD LAUB
Alternate Director

KATHY O'GORMAN
Executive Director

SOUTH FLORIDA ROOF DECK ASSOCIATION, INC.
3369 SHERIDAN STREET, SUITE 114
HOLLYWOOD, FL 33021

ARTICLE IX

These Articles of Incorporation may be amended by a majority vote of the Board of Directors at any special meeting called for that purpose, after first giving at least ten (10) days written notice of the meeting. Amendments to the Articles of Incorporation shall only be effective from the date of approval in writing by Chairman of the Board.

It is hereby expressly provided that in the determination of whether an individual qualifies and should be thus entitled to membership, the Officers of this Corporation, to abide by the By-Laws shall not discriminate or be applied in any manner which may be contrary to the purposes described in these Articles of

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Incorporation or which would disqualify this corporation's qualification as an organization exempt from taxation under Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE X

The By-Laws of the corporation may be amended from time to time by a majority vote of the Board of Directors at a meeting called especially for that purpose and after giving at least ten (10) days notice of said meeting in writing.

ARTICLE XI

The Corporation shall hold an annual meeting for members within ninety (90) days of the end of its fiscal year as determined by the Board of Directors. At such meeting Directors shall be elected or appointed in accordance with the By-Laws.

IN WITNESS WHEREOF, The undersigned has made and subscribed of these Articles of Incorporation at Plantation, Broward County, Florida on the 30 day of May, 1996.

C. Randall Austin
C. RANDALL AUSTIN
INCORPORATOR

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STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, the undersigned appeared C. RANDALL AUSTIN, ESQ., who is to me personally known to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my office seal at Plantation, in said county and State this 30th day of May, 1996.

Christy Lynn Ewart
CHRISTY LYNN EWART
Notary Public, State of Florida

My Commission Expires:



CHRISTY LYNN EWART
My Commission 00480985
Expires May, 02, 1999
Bonded by H&M
800-455-1299

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**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

First that SOUTH FLORIDA ROOF DECK ASSOCIATION, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation has named C. Randall Austin, of PAYNE & AUSTIN, P.A., located at 6950 Cypress Road, Suite 101, Plantation, County of Broward, State of Florida, as its agent to accept service of process within this state.

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

By: C. Randall Austin

C. RANDALL AUSTIN
Registered Agent
FL Bar No. 802670

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 MAY 31 PM 12:08

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