

P00000094739

HUEY, GUILDAY, TUCKER, SCHWARTZ & WILLIAMS, P.A.

ATTORNEYS AND COUNSELORS AT LAW

P.O. BOX 12500

TALLAHASSEE, FLORIDA 32317-2500

www.hueylaw.com

TEL: (850) 224-7091

FAX: (850) 222-2593

April 23, 2002

MAIN OFFICE:  
1983 CENTRE POINTE BOULEVARD  
SUITE 200  
TALLAHASSEE, FLORIDA 32308

GOVERNMENTAL AFFAIRS OFFICE:  
201 SOUTH MONROE STREET  
SUITE 200  
TALLAHASSEE, FLORIDA 32301

Ms. Velma Shepard  
Division of Corporations  
Florida Department of State  
409 East Gaines Street  
Tallahassee, Florida 32301-2412

000005074480--4  
-03/11/02--01003--018  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

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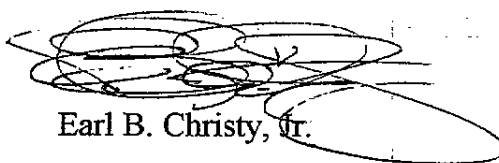
Dear Ms. Shepard:

Re: Genesis Engineering and Constructors Corp. Amended Articles of  
Incorporation

The enclosed records and letter from the New Filing Section dated March 11, 2002 are provided for filing according to our telephone conversation this morning. This is an amendment to the articles under document number P00000094739. Stacy in your new filing section has our payment of \$70.00 on file.

Should you have any questions please call me at 224-7091 extension 144. Thank you for your assistance.

Sincerely,

  
Earl B. Christy, Jr.

Enclosure  
2678.6679  
BY HAND DELIVERY

Amended & Restated art.

JB

5/8/02

FILED  
02 MAY 28 AM 9:55  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

RECEIVED

APR 23 2002

HUEY, GUILDAY, TUCKER,  
SCHWARTZ & WILLIAMS, P.A.

March 11, 2002

HUEY, GUILDAY & TUCKER  
1983 CENTRE POINTE DR.  
TALLAHASSEE, FL 32304

SUBJECT: GENESIS ENGINEERING AND CONSTRUCTORS CORP.  
Ref. Number: W02000006712

We have received your document for GENESIS ENGINEERING AND CONSTRUCTORS CORP. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return the original and one copy of 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 (850) 245-6929.

Joey Bryan  
Document Specialist  
New Filing Section

Letter Number: 502A00014555

*Walked in 2<sup>nd</sup> time 5/8*

# HUEY, GUILDAY, TUCKER, SCHWARTZ & WILLIAMS, P.A.

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TALLAHASSEE, FLORIDA 32308

GOVERNMENTAL AFFAIRS OFFICE:  
201 SOUTH MONROE STREET  
SUITE 200  
TALLAHASSEE, FLORIDA 32301

May 8, 2002

Ms. Velma Shepard  
Division of Corporations  
Florida Department of State  
409 East Gaines Street  
Tallahassee, Florida 32301-2412

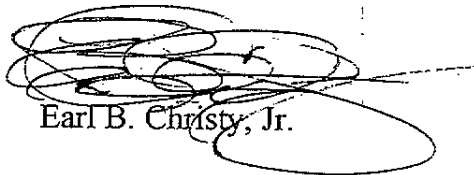
Dear Ms. Shepard:

Re: Genesis Engineering and Constructors Corp. Amended Articles of  
Incorporation

The enclosed records and letter from the New Filing Section dated March 11, 2002 are provided for filing according to our telephone conversation this morning. This is an amendment to the articles under document number P00000094739. Stacy in your new filing section has our payment of \$70.00 on file.

Should you have any questions please call me at 224-7091 extension 144. Thank you for your assistance.

Sincerely,



Earl B. Christy, Jr.

Enclosure  
2678.6679  
**BY HAND DELIVERY**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 MAY -8 AM 9:554

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

**OF**

**GENESIS ENGINEERING AND CONSTRUCTORS CORP.**

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THE UNDERSIGNED, for the purpose of beginning a Corporation under the laws of the State of Florida, Chapter 607, General Corporation Act, providing for the formation, liabilities, rights, privileges and immunities of a Corporation for profit generally and hereby makes, subscribes, acknowledges and files these Articles for the purpose of becoming a Corporation under the laws of the State of Florida.

**ARTICLE I**

**Name of Corporation**

The name of this Corporation shall be Genesis Engineering and Constructors Corp. The address shall be 2709 Allen Road, Tallahassee, Florida 32312.

**ARTICLE II**

**General Nature of Business**

The general nature of the business to be transacted by this Corporation shall be:

- (1) To engage in the business of general construction and property development.
- (2) To purchase, to receive by way of gift, subscribe for invest in, and in all other ways, import, lease, possess, maintain handle on consignment, own, hold for investment or otherwise use, enjoy, exercise, use, operate, manage, perform, conduct, make, borrow, guarantee, contract in respect

**ARTICLES OF INCORPORATION OF**  
**GENESIS ENGINEERING AND CONSTRUCTORS CORP.**

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of, trade, and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all other ways dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market and in all other ways (whether like or unlike any of the foregoing) deal in and with property of every kind and character, real, personal, or mixed, tangible, intangible wherever situated, and however held, including but not limited to, money, credits, choses in action, securities, stocks, bonds, warrants, script, certificates debentures, mortgages, notes, commercial paper and other obligations and evidences of interest in or indebtedness of any person, firm, or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every kind of character of personal property, real property (improved or unimproved), and the products and avails thereof, and every character of interest therein and appurtenance thereto, including, but not limited to mineral, oil, gas and water rights, all or any part of any going business and its incidents, franchises, subsidies, charters, concessions, grants, rights, powers, privileges granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing and to exercise in respect thereof all of the rights, powers, privileges, and immunities of individual owners or holders thereof.

(3) To hire and employ agents, servants and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee factor or otherwise, either alone or in company with others.

(4) To promote or aid in any manner, financially or otherwise, any person, firm,

**ARTICLES OF INCORPORATION OF**  
**GENESIS ENGINEERING AND CONSTRUCTORS CORP.**

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association or corporation and to guarantee contracts and other obligations.

(5) To let concessions to others to do any of the things that this corporation is empowered to do and to enter into, make, perform and carry out, contracts and arrangements of every kind and character with any person, firm, association or corporation, or any government or authority or subdivision or agency thereof.

(6) To carry on any business whatsoever that this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interest of this corporation, and to do all things specified in the Florida Statutes and to have and to exercise all powers conferred by the laws of the State of Florida on corporations formed under the laws pursuant to which and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations, or corporations, and in any part of the world.

The foregoing statement of purposes shall be constructed as a statement of both purposes and powers, shall be liberally constructed in aid of the powers of this corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in nowise limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be constructed distributively as each object expressed, and the enumeration as to specific powers, shall not be constructed as to limit in any manner the aforesaid

**ARTICLES OF INCORPORATION OF**  
**GENESIS ENGINEERING AND CONSTRUCTORS CORP.**

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general powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

**ARTICLE III**

**Capital Stock**

(a) The total number of shares of capital stock authorized to be issued by the Corporation shall be 10,000 shares having a par value of One (\$1.00) Dollar per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the shareholders. All or any part of said capital stock may be paid in money or in property (other than stock and securities) at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock, when issued, shall be fully paid and shall be nonassessable.

(b) In the election of directors of this Corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

(c) The holders of the stock of a Corporation shall not have the preemptive right to subscribe for and purchase any proportionate share of any additional stock issued by the corporation from and after issuance of the shares originally subscribed for by the shareholders of this Corporation, whether such additional shares be issued for cash or property, and whether or not such shares be presently authorized or be authorized by subsequent amendment to these Articles of Incorporation.

(d) Sale of any treasury stock may only be accomplished after a majority vote of the Board of Directors approves the sale and the price at which the stock is to be sold.

(e) No shareholder shall enter into a voting trust agreement vesting another person with

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**ARTICLES OF INCORPORATION OF**  
**GENESIS ENGINEERING AND CONSTRUCTORS CORP.**

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the authority to exercise the voting power of any or all of his stock..

**ARTICLE IV**

**Restraint On Alienation Of Shares**

The shareholders of this Corporation shall have the power to include in the By-Laws of this Corporation or in a separate agreement among the shareholders and/or the Corporation, any regulatory or restrictive provisions regarding proposed sale, transfer, or other disposition of any of the outstanding shares of stock of this Corporation by any of its shareholders, or in the event of the death, disability or retirement of any of its shareholders, provided such provisions are adopted by a three-fourths (3/4) majority of the shareholders. The manner and form, as well as relevant terms, conditions and details hereof, shall be determined by the shareholders of this Corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless existence of such provisions shall be plainly written upon the certificate evidencing ownership of said stock.

**ARTICLE V**

**Dividends**

Dividends may be paid to shareholders only out of the unreserved and unrestricted earned surplus of the Corporation. Dividends payable in shares of any class may be paid to the holders of shares of any other class.



**ARTICLES OF INCORPORATION OF**  
**GENESIS ENGINEERING AND CONSTRUCTORS CORP.**

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**ARTICLE VI**

**Shareholders' Action**

Any action permitted or required to be taken by the shareholders of this Corporation may be taken at a meeting of the shareholders duly called as provided by law or without a meeting if consent in writing, setting forth the action taken, shall be signed by all persons who should be entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as a part of corporate records. Such consent shall have the same force and effect as unanimous vote of the shareholders, and may be stated as such in any certificate or document.

**ARTICLE VII**

**Capital to Begin Business**

The amount of capital with which this Corporation will begin business will be a minimum of Five Hundred (\$500.00) Dollars.

**ARTICLE VIII**

**Reduction in Stated Capital**

The stated capital of this Corporation shall not be reduced by action of the Board of Directors where such reduction is not accompanied by an action requiring or constituting an amendment of the Articles of Incorporation.

**ARTICLE IX**

**Board of Directors**

The number of directors of this Corporation shall not be less than one. From time to time,

**ARTICLES OF INCORPORATION OF**  
**GENESIS ENGINEERING AND CONSTRUCTORS CORP.**

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the number of directors may be increased or diminished by resolutions adopted by the shareholders, but shall never be less than one. Subject to the By-Laws of the Corporation, meetings of the directors may be held within or without the State of Florida.

**ARTICLE X**

**Board of Directors**

The name and street address of the members of the first Board of Directors of this Corporation, who, subject to these Articles of Incorporation, the By-Laws of this Corporation and the laws of the State of Florida, shall hold office for the first year of existence of this Corporation, or until an election is held by the shareholders for the election of a permanent director or until his successor or successors have been duly elected and qualified is:

<u>Name</u>	<u>Address</u>
Edward Freeman	2709 Allen Road, Tallahassee, Florida 32312
Dacques Viker	2709 Allen Road, Tallahassee, Florida 32312

**ARTICLE XI**

**Management**

The business of the Corporation shall be managed by its Board of Directors.

**ARTICLE XII**

**Removal of Directors**

Any director of the Corporation may be removed at any annual or special meeting of the shareholders by the same vote as that required to elect a director.

**ARTICLES OF INCORPORATION OF**  
**GENESIS ENGINEERING AND CONSTRUCTORS CORP.**

Page 8 of 11

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**ARTICLE XIII**

**Directors Compensation**

The shareholders of this Corporation shall have the exclusive authority to fix the compensation of the directors of this Corporation.

**ARTICLE XIV**

**Directors' Action**

Any action permitted or required to be taken by the directors of this Corporation may be taken at a meeting of the directors duly called as provided by law or without a meeting if written consent to the action in question is signed by all the directors and filed with the minutes of the proceedings of the Board, whether done before or after the action so taken.

**ARTICLE XV**

**Additional Provisions**

In furtherance and not in limitation of the powers conferred by the Statute, the following specific provisions are made for the regulation of the business and the conduct of the affairs of this Corporation: (a) The Board of Directors, from time to time, shall determine whether and to what extent and at what times and places, and under what conditions and regulations the accounts and books of this Corporation or any of them, shall be opened to the inspection of the shareholders, and no shareholder shall have any right to inspect any account or document of the Corporation, except as conferred by Statute or authorized by Board of Directors; (b) The Board of Directors may prescribe a method or methods for replacement of lost certificates and may prescribe reasonable

**ARTICLES OF INCORPORATION OF**  
**GENESIS ENGINEERING AND CONSTRUCTORS CORP.**

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conditions by way of security upon the issue of new certificates therefor; (c) The officers of this Corporation shall be a President, Treasurer, and Secretary, and such other officers, agents and factors as may be deemed necessary, shall be chosen in such manner and hold their offices for such terms and have such powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors.

**ARTICLE XVI**

**General Powers**

In furtherance and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, the Corporation shall have all the following powers:

(a) To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm, or corporation.

(b) To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) restricted stock option plan, (6) medical reimbursement plan, (7) insurance programs, or (8) other fringe benefit or incentive compensation plans.

**ARTICLE XVII**

**Amendment**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and

**ARTICLES OF INCORPORATION OF**  
**GENESIS ENGINEERING AND CONSTRUCTORS CORP.**

Page 10 of 11

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approved at a shareholders meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to this reservation.

**ARTICLE XVIII**

**Initial Registered Office and Registered Agent**

The address of the <sup>12</sup>initial registered office of the Corporation in the State of Florida is 2709 Allen road, Tallahassee, Florida 32312.

The registered agent of the Corporation at the registered office of the Corporation is Edward Freeman.

**ARTICLE XIX**

**Existence of Corporation**

This Corporation shall commence business upon the filing of these Articles with the Secretary of State of Florida and shall exist perpetually thereafter unless dissolved according to law

**ARTICLE XX**

**Subscribers**


The name and post office address of the Subscribers to these Articles of Incorporation are as follows:

**ARTICLES OF INCORPORATION OF**  
**GENESIS ENGINEERING AND CONSTRUCTORS CORP.**

Page 11 of 11

<u>Name</u>	<u>Address</u>
Edward Freeman	2709 Allen Road, Tallahassee, Florida 32312
Dacques Viker	2709 Allen Road, Tallahassee, Florida 32312

IN WITNESS WHEREOF, the subscribing Incorporator has hereunto set his hand and seal  
this 25<sup>th</sup> day of February, 2002.

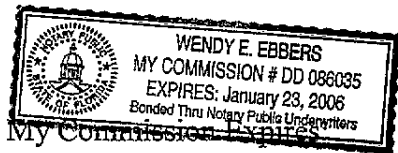
  
\_\_\_\_\_  
Edward Freeman, Chairman of the Board  
Genesis Engineering and Constructors Corp.

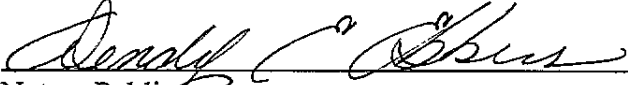
STATE OF FLORIDA :

COUNTY OF LEON :

BEFORE ME, the undersigned authority, personally appeared Edward Freeman who subscribed the above and foregoing Articles of Incorporation and he 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 affixed my seal at the County and State aforesaid said this 25 day of February, 2002.



  
\_\_\_\_\_  
Notary Public

Identification Provided FL AL 655-223-55-203-0

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

02 MAY -8 AM 9:55

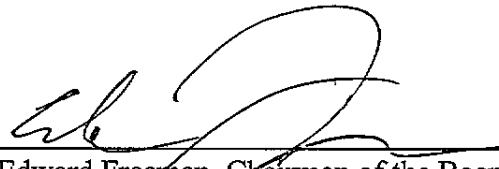
**ACCEPTANCE AS REGISTERED AGENT OF CORPORATION**  
**FOR**  
**GENESIS ENGINEERING AND CONSTRUCTORS CORP. OF FLORIDA**

STATE OF FLORIDA :

COUNTY OF LEON :

I CERTIFY that I am a permanent resident of Leon County, Florida, whose place of business is 2709 Allen Road, Tallahassee, Florida 32312.

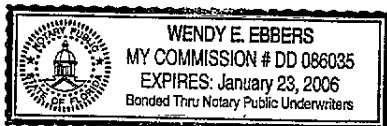
I HEREBY accept the foregoing designation as Registered Agent for the corporation of Genesis Engineering and Constructors Corp.,

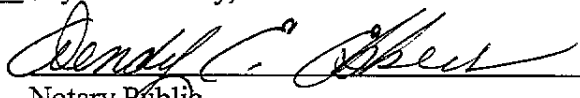
  
\_\_\_\_\_  
Edward Freeman, Chairman of the Board  
and Registered Agent  
Genesis Engineering and Constructors Corp.

STATE OF FLORIDA :  
COUNTY OF LEON :

BEFORE ME, the undersigned authority, personally appeared Edward Freeman who subscribed the foregoing and he 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 affixed my seal at the County and State aforesaid said this 25 day of February, 2002.



  
\_\_\_\_\_  
Notary Public

My Commission Expires:

*Produced FL Driver License*  
*F655-223-55-203-0*

**CERTIFICATE**  
**FOR**  
**GENESIS ENGINEERING AND CONSTRUCTORS CORP.**


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STATE OF FLORIDA :

COUNTY OF LEON :

In accordance with section 602.1007(4), it is hereby certified that:

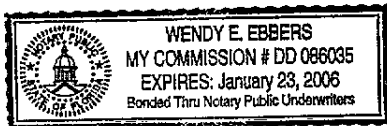
The board of directors adopted the Amended and Restated Articles of Incorporation and the articles appearing in the Amended and Restated Articles of Incorporation were duly approved by the shareholders in accordance with the Florida Business Corporation Act, and the number of votes cast for the amendment by the shareholders was sufficient for approval.

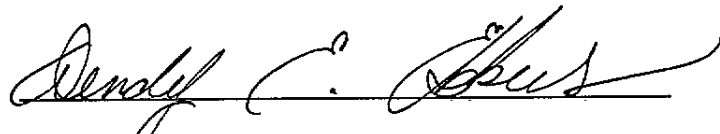
  
\_\_\_\_\_  
Edward Freeman, Chairman of the Board  
Genesis Engineering and Constructors Corp.

STATE OF FLORIDA :  
COUNTY OF LEON :

BEFORE ME, the undersigned authority, personally appeared Edward Freeman who subscribed the foregoing and he 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 affixed my seal at the County and State aforesaid said this 6<sup>th</sup> day of May, 2002.



  
\_\_\_\_\_  
Notary Public

My Commission Expires: