

P00000/09731

Enjane B. Jones  
Requester's Name

6395 Heritage Ridge  
Address

Tallahassee FL 32312 850-386-6280  
City/State/Zip Phone #

APPROVED  
AND  
FILED  
NOV 28 PM 12:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_ (Corporation Name) (Document #) **EFFECTIVE DATE**  
01-01-01
2. \_\_\_\_\_ (Corporation Name) (Document #)
3. \_\_\_\_\_ (Corporation Name) (Document #)
4. \_\_\_\_\_ (Corporation Name) (Document #)

- ☒ Walk in ☐ Pick up time ☐ Certified Copy  
☐ Mail out ☒ Will wait ☐ Photocopy ☐ Certificate of Status

**NEW FILINGS**

- ☒ Profit  
☐ Not for Profit  
☐ Limited Liability  
☐ Domestication  
☐ Other

**OTHER FILINGS**

- ☐ Annual Report  
☐ Fictitious Name

**AMENDMENTS**

- ☐ Amendment  
☐ Resignation of R.A., Officer/Director  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☐ Merger

**REGISTRATION/QUALIFICATION**

- ☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Trademark  
☐ Other

RECEIVED  
00 NOV 28 PM 12:37  
DIVISION OF CORPORATIONS

Examiner's Initials

B  
11-28  
WW

**ARTICLES OF INCORPORATION  
OF  
FIBER CEMENT MANUFACTURING, INC.**

APPROVED  
AND  
FILED  
00 NOV 28 PM 12:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act and Chapter 607, does hereby adopt the following Articles of Incorporation:

**ARTICLE I**

Name

The name of this corporation shall be Fiber Cement Manufacturing, Inc. The initial address of the principal office and registered office of the corporation shall be 1608 Metropolitan Circle, Suite B, Tallahassee, Florida 32308.

**ARTICLE II**

Duration

**EFFECTIVE DATE**  
01-01-01

The existence of the Corporation shall on January 1, 2001. The duration of the Corporation is perpetual.

**ARTICLE III**

Purpose

The general purposes for which the Corporation is organized are the following:

- A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.
- B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.
- C. This corporation is organized for profit and the objects and purposes to manufacture products made from fiber cement.

## **ARTICLE IV**

### **Capital Stock**

The total number of shares of capital stock authorized to be issued by the Corporation will be four hundred (400) shares having one dollar par value.

## **ARTICLE V**

### **Preemptive Rights**

Each Shareholder of the Corporation shall have the right to purchase, subscribe, for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

- A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or
- B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. The right may also be waived by a written waiver signed by the Shareholder.

## **ARTICLE VI**

### **Powers**

In order to accomplish the purposes and to attain the objects for which this corporation is formed and for which the funds and property of this corporation shall be handled, administered, operated and distributed as herein above set forth, the corporation, its officers and directors shall possess and exercise all powers, authorities and privileges granted by and under the laws of the State of Florida.

## **ARTICLE VII**

### **Initial Registered Office and Agent**

The initial address of the principal office and registered office of the corporation shall be 1608 Metropolitan Circle, Suite B, Tallahassee, Florida 32308. The Board of Directors may from time to time designate such other address and place for the principal office and registered office of this corporation as it may see fit. The initial registered agent shall be Eugene B. Jones, a Florida resident 1608 Metropolitan Circle, Suite B, Tallahassee, Florida 32308.

## **ARTICLE VIII**

### **Directors**

The corporation shall have two directors initially. The number of directors may be increased from time to time as stated in the bylaws but shall never be less than one.

## **ARTICLE IX**

### **Initial Director**

The names and street address of the members of the first Board of Directors, each of whom shall hold office until his or her successor is elected and has qualified, are as follows:

Salvatore Coppola  
4201 Woodstorks Walkway, #205  
Tampa, Florida

Eugene DeMatte  
3019 Samara Drive  
Tampa, Florida

Lorenzo S. Bongolan  
9903 Lone Tree Lane  
Tampa, Florida

Eugene B. Jones  
6395 Heritage Ridge  
Tallahassee, Florida

Raymond L. Moreau  
1895 Vineland Lane  
Tallahassee, Florida

## **ARTICLE X**

### **Officers**

The corporation shall have a President, Secretary, and Treasurer and may have additional or assistant officers.

## **ARTICLE XI**

### **Initial Officers**

The names and street addresses of the initial officers, who shall hold office until successors are elected and have qualified, are as follows:

President:	Eugene B. Jones 6395 Heritage Ridge Tallahassee, Florida
Vice President:	Raymond L. Moreau 1895 Vineland Lane Tallahassee, Florida
Secretary	Raymond L. Moreau 1895 Vineland Lane Tallahassee, Florida
Treasurer	Eugene B. Jones 6395 Heritage Ridge Tallahassee, Florida

## **ARTICLE XII**

### **Legend on Certificates**

Every certificate representing the Shares shall bear the following legend:

The stock represented by this certificate is subject to, and may not be transferred except in accordance with, the Articles and the Bylaws of the Corporation a copy of which is on file at the principal office of the Corporation.

### ARTICLE XIII

#### Amendments

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 stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that certain amendments to these Articles of Incorporation be made.

### ARTICLE XIV

#### Bylaws

The Board of Directors shall adopt bylaws for the corporation. The bylaws may be amended, altered, or rescinded by the majority vote of the Board of Directors at any annual meeting or any special meeting called for that purpose as provided by the bylaws.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 27 day of November, A.D. 2000.

  
\_\_\_\_\_  
Eugene B. Jones, Incorporator

STATE OF FLORIDA  
COUNTY OF LEON

APPROVED  
AND  
FILED  
00 NOV 28 PM 12:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

BEFORE ME this day personally appeared Eugene B. Jones, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation produced FL Driver's License # J520-202-61-916 as identification and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

WITNESS my hand and official seal this 27 day of November, 2000.

Sharon M. Haughton  
Notary Public, State of Florida

at Large. My Commission Expires:



Sharon M. Haughton  
MY COMMISSION # CC635156 EXPIRES  
June 2, 2001  
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept services of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open said office for service of process.

[Signature]  
Registered Agent