

P010000088154

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H02000005501 0)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0380

From:

Account Name : QUARLES & BRADY LLP
Account Number : F20000000067
Phone : (941) 262-5959
Fax Number : (941) 434-4999

RECEIVED
02 JAN -8 AM 8:37
DIVISION OF CORPORATIONS

BASIC AMENDMENT

THE WALKER CONTRACTING GROUP, INC.

Certificate of Status	1
Certified Copy	0
Page Count	03
Estimated Charge	\$43.75

FILED
02 JAN -8 AM 11:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing

Public Access Help

A+ Restated
ART
1/8/02

FILED

H02000005501 0

02 JAN -8 AM 11:24

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDMENT TO AND RESTATEMENT
OF
THE ARTICLES OF INCORPORATION
OF
THE WALKER CONTRACTING GROUP, INC.**

Pursuant to the provisions of Section 607.1003 of the Florida Business Corporation Act (the "Act"), the undersigned Corporation adopts the following Amendment and Restatement and hereby amends and restates its Articles of Incorporation in their entirety:

1. The name of this Corporation is **THE WALKER CONTRACTING GROUP, INC.**
2. The Articles of Incorporation of this Corporation are hereby amended and restated in their entirety as follows:

**ARTICLE I
NAME AND ADDRESS OF CORPORATION**

The name of this Corporation is **THE WALKER CONTRACTING GROUP, INC.** The address of the Corporation is 4501 Tamiami Trail North, Suite 300, Naples, Florida 34103.

**ARTICLE II
CAPITALIZATION OF THE CORPORATION**

The aggregate number of shares that the corporation shall have authority to issue is Ten Thousand shares of No par value common stock.

Two series of common stock of the Corporation may be issued. The only difference in the rights of the holders of either series of shares shall be that Series A shall have voting rights and Series B shall not have voting rights. The Corporation shall have the authority to issue:

1. One Thousand (1,000) shares of No par value Series "A" Voting Common Stock; and
2. Nine Thousand (9,000) shares of No par value Series "B" Non-Voting Common Stock.

H02000005501 0

ARTICLE III REGISTERED OFFICE AND AGENT

The street address of the registered office of this Corporation is Naples-Lawdock, Inc., c/o Quarles & Brady LLP, 4501 Tamiami Trail North, Suite 300, Naples, Florida 34103, and the name of the registered agent of this Corporation at that address is Naples-Lawdock, Inc.

ARTICLE IV BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE V PREEMPTIVE RIGHTS

Every shareholder, upon the issuance or sale of any new stock of this corporation of the same kind or class as that which he already owns, has the preemptive right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI SUPERMAJORITY REQUIRED TO ISSUE NEW EQUITY

A supermajority of the shareholders of each series affected by a proposed increase in the issued and outstanding shares of a series of shares authorized by the Corporation shall be required to issue new equity from such series. For the purpose of these Articles, the term supermajority shall mean more than eighty percent (80%).

ARTICLE VII INDEMNIFICATION

The Corporation shall indemnify any incorporator, officer or director, or any former officer or director, against all liability, expenses, costs, damages and attorneys' fees reasonably incurred for any action or inaction in connection with the Corporation except for gross negligence, willful misconduct, or criminal actions where the crime was not committed in a good faith or reasonable belief that the action was lawful and was not opposed to the best interests of the Corporation.

An officer or director shall not be liable to the Corporation for any loss or damage sustained by it for any action taken or omitted by him if he in good faith exercised the care

H02000005501 0

H02000005501 0

of a prudent man, in good faith acted or failed to act based upon advice of counsel for the Corporation or on the books and records of the Corporation, or followed what he believed to be sound accounting and business practice.

The foregoing rights of indemnification are in addition to all other rights to which the officer or director may be entitled under Florida law.

This Amendment to and Restatement of the Articles of Incorporation was adopted by the written consent of the sole Shareholder and the sole Director of the Corporation on December __, 2001, pursuant to Sections 607.0704 and 607.0821 of the Act.

IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed this Amendment to and Restatement of its Articles of Incorporation this 20th day of December, 2001.

**THE WALKER CONTRACTING
GROUP, INC.**

By: 

MICHAEL K. WALKER
President and Director

H02000005501 0