

PD3000057191

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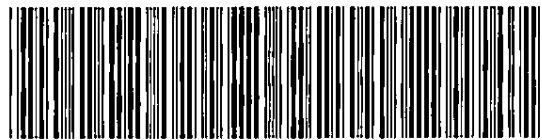
(Business Entity Name)

(Document Number)

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2018 DEC 20 AM 9:18
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CC
Amended / Restarted

DEC 21 2018
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Account#: 120000000088

Date: 12/20/2018

Name: Merritt Walker

Reference #: 1027548

Entity Name: ARMSTRONG BUILDING CONTRACTORS INC.

☐ Articles of Incorporation/Authorization to Transact Business

☒ Amendment

☐ Change of Agent

☐ Reinstatement

☐ Conversion

☐ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☒ Other CERTIFIED COPY OF FILING EVIDENCE

Authorized Amount: \$43.75

Signature: MW

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• ASIA PACIFIC HQ
COGENCY GLOBAL (HK) LIMITED
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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ARMSTRONG BUILDING CONTRACTORS INC.**

FILED
2018 DEC 20 AM 9:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the Corporation is Armstrong Building Contractors Inc. (the "Corporation").
2. The initial Articles of Incorporation (the "Articles") of the Corporation were filed with the Florida Secretary of State on May 16, 2003 under Document Number P03000057191.
3. These Amended and Restated Articles of Incorporation have been duly adopted and approved by the shareholders and directors of the Corporation by written consent dated December 17, 2018, in accordance with the applicable provisions of the Florida Business Corporation Act. The number of votes cast for the amendment by the shareholder was sufficient for approval.
4. The Corporation's Articles are hereby amended and restated in their entirety as follows:

**ARTICLE I
NAME**

The name of the Corporation is Armstrong Building Contractors Inc. (the "Corporation").

**ARTICLE II
PRINCIPAL ADDRESS AND MAILING ADDRESS**

The address of the principal office and the mailing address of the Corporation is 975 S. Congress Ave., Suite 102, Delray Beach, FL 33445.

**ARTICLE III
PURPOSE**

The purpose for which the Corporation is formed is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act (the "Act").

**ARTICLE IV
DURATION**

This corporation shall exist perpetually unless dissolved according to law.

**ARTICLE V
CAPITAL STOCK**

This Corporation is authorized to issue 100,000 shares of common stock.

All voting powers of this Corporation shall be vested in the common stock above designated.

ARTICLE VI NUMBER OF DIRECTORS

The Board of Directors of the Corporation shall consist of at least one director. The number of directors of the Corporation may be changed at any time in accordance with the By-Laws of the corporation.

ARTICLE VII EXERCISE OF CORPORATE POWERS

All corporate powers shall be exercised by or under authority of, and the business and affairs of the corporation shall be managed under the direction of the board of directors.

ARTICLE VIII QUALIFICATION AND COMPENSATION OF DIRECTORS

Directors need not be residents of the State of Florida or shareholders. The compensation of the members of the board of directors shall be fixed by the board of directors.

ARTICLE IX REMOVAL OF DIRECTORS

Any or all directors may be removed in accordance with the provisions of Section 607.0808, Florida Statutes.

ARTICLE X EXECUTIVE COMMITTEES

The board of directors, by resolution adopted by a majority of the full board of directors, may designate from among its members, an executive committee and one or more committees, each of which to the extent provided in such resolution, shall have any may exercise all of the authority of the board of directors, except such acts set forth in Section 608.0825, Florida Statutes.

The following persons shall be appointed to serve as members of the board of directors of the Corporation until their respective successor is duly appointed and qualified or until their death, resignation or removal:

<u>Name</u>	<u>Address</u>
Abdiel Lopez	975 S. Congress Ave., Suite 102, Delray Beach, FL 33445
Yida Lopez	975 S. Congress Ave., Suite 102, Delray Beach, FL 33445

ARTICLE XI OFFICERS

The Corporation shall consist of at least one officer, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The powers of the officer(s) shall be limited in that any material actions, including but not limited to the sale of assets of the Corporation, sale of any of its subsidiaries' assets, sale of its subsidiaries, may not be taken without first obtaining the consent from the board of directors. Furthermore, pursuant to the Corporation's Bylaws Article IV §4.1 – 4.10 the officer's powers shall be further limited as described in its respective office section of the Bylaws.

The following persons shall be and hereby are, elected to serve in the office(s) of the Corporation set opposite their respective name, each to hold such office(s) until their respective successor is duly elected and qualified or until his or her death, resignation or removal:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Abdiel Lopez	President	975 S. Congress Ave., Suite 102, Delray Beach, FL 33445
Yida Lopez	Vice President, Secretary and Treasurer	975 S. Congress Ave., Suite 102, Delray Beach, FL 33445

ARTICLE XII REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office is 975 S. Congress Ave., Suite 102, Delray Beach, FL 33445, and the name of its registered agent at such office is Abdiel Lopez.

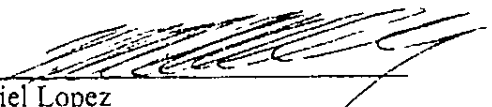
ARTICLE XIII INDEMNIFICATION

A director or officer of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director or officer, except for liability (i) for any breach of the director's or officer's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0834 of the Act as the same exists or hereafter may be amended, (iv) for violation of a criminal law, unless the director or officer had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful or (v) for any transaction from which the director or officer derived an improper personal benefit.

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned has executed these Articles of
Incorporation on December 17, 2018

**ARMSTRONG BUILDING CONTRACTORS
INC.**

By: 
Name: Abdiel Lopez
Title: President