

PA400037197

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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MAIL

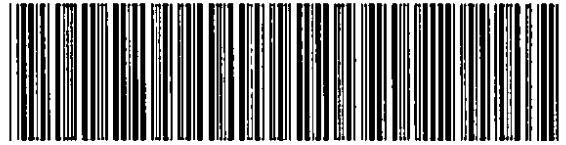
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AUG 07 2018
S. YOUNG



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 25, 2018

BRENDA A KINNE
AMBATT ROOFING INC
1128 ROYAL PALM BEACH BLVD #360
ROYAL PALM BEACH, FL 33411

SUBJECT: AMBATT ROOFING, INC.
Ref. Number: P04000137197

We have received your document for AMBATT ROOFING, INC., however, upon receipt of your document no check was enclosed. Please return your **document** along with a **check** or **money order** made payable to the Department of State for \$35.00.

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 (850) 245-6050.

Shelia H Young
Regulatory Specialist II

Letter Number: 918A00015296

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: AMBATT ROOFING INC

DOCUMENT NUMBER: P04000137197

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

BRENDA A. KINNE
Name of Contact Person
AMBATT ROOFING INC
Firm/ Company
1128 ROYAL PALM BEACH BLVD #360
Address
ROYAL PALM BEACH, FL 33411
City/ State and Zip Code

AMBATTROOFING@GMAIL.COM
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

BRENDA A. KINNE at (561) 792-1826
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed) |
|---|--|---|--|

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RECEIVED
18 JUL 21, AM 11:54
SECRETARY OF STATE
TALLAHASSEE, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

AMBATT ROOFING INC.

(Name of Corporation as currently filed with the Florida Dept. of State)

P04000137197

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this **Florida Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

N/A The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable:

(Principal office address **MUST BE A STREET ADDRESS**)

N/A
N/A
N/A

C. Enter new mailing address, if applicable:

(Mailing address **MAY BE A POST OFFICE BOX**)

N/A
N/A
N/A

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent

N/A

(Florida street address)

New Registered Office Address:

N/A Florida (City) (Zip Code)

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TALLAHASSEE, FLORIDA

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New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

X Change PT John Doe

X Remove V Mike Jones

X Add SV Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <input checked="" type="radio"/> Change	P	JOHN R. DAVIS	1128 Royal Palm Beach Blvd
<input checked="" type="radio"/> Add			# 360
<input type="radio"/> Remove			Royal Palm Beach, FL 33411
2) <input type="radio"/> Change	P	BRENDA A. KINNE	1128 Royal Palm Beach Blvd
<input type="radio"/> Add			# 360
<input checked="" type="radio"/> Remove			Royal Palm Beach, FL 33411
3) <input type="radio"/> Change			
<input type="radio"/> Add			
<input type="radio"/> Remove			
4) <input type="radio"/> Change			
<input type="radio"/> Add			
<input type="radio"/> Remove			
5) <input type="radio"/> Change			
<input type="radio"/> Add			
<input type="radio"/> Remove			
6) <input type="radio"/> Change			
<input type="radio"/> Add			
<input type="radio"/> Remove			

E. If amending or adding additional Articles, enter change(s) here:

(Attach additional sheets, if necessary). (Be specific)

N/A

F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:

(if not applicable, indicate N/A)

See attached

Shareholders Agreement

JULY 13, 2018

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

JULY 13, 2018

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

☒ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval

by _____"
(voting group)

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated JULY 13, 2018 _____

Signature John R. Davis
(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

John R. Davis
(Typed or printed name of person signing)

President
(Title of person signing)

SHAREHOLDERS' AGREEMENT

THIS AGREEMENT is made by and between of JOHN R. DAVIS and of BRENDA A. KINNE (the "shareholders"). It becomes effective on the Effective Date.

RECITALS

A. The shareholders are the respective owners of the shares set forth opposite their names below of the capital stock of AMBATT ROOFING INC. a Florida close corporation (the "corporation"). The shares constitute all the issued and outstanding stock of the corporation.

<u>Name</u>	<u>Percentage of Shares</u>
John R. Davis	50
Brenda A. Kinne	50

B. The shareholders desire to enter into an agreement, which shall be binding on the corporation and all its shareholders, regulating various aspects of the internal affairs of the corporation and the relations of the shareholders among themselves.

In consideration of the matters described above, and of the mutual benefits and obligations set forth in this agreement, the parties agree as follows:

SECTION ONE. MANAGEMENT BY SHAREHOLDERS

All authority of the corporation shall be exercised at any time by or under the direction of those persons who are holders of record at the time of the shares of the corporations' capital stock outstanding at the time. For purpose of any rule of law relating to corporations or any provision of applicable law or of the corporation's articles of incorporation or bylaws, the terms "director," "directors," and "board of directors" shall mean at any time with respect to the corporation the person or persons who are shareholders at the time, and the shareholders at any time shall be deemed to be the directors of the corporation at the time.

SECTION TWO. MEETINGS OF SHAREHOLDERS; UNANIMOUS WRITTEN CONSENT

Any authority of the corporation may be exercised by the shareholders at any meeting at which a quorum is present or by unanimous written consent signed by all shareholders. Any meeting of shareholders may be called by the president, secretary, or any shareholder of the corporation. A quorum for any meeting shall consist of the holders of shares representing a majority of the voting power of the corporation, and, except to the extent that the voting rights of the shares of any class of the corporation's capital stock are increased, limited, or denied by the express terms of the shares, each outstanding share regardless of class shall entitle the holder to one vote on each matter submitted to shareholders at any meeting.

SECTION THREE. SHAREHOLDER MEETINGS

Unless the meeting is for purposes of considering or taking any of the actions enumerated in paragraphs A through E of Section Four below, the following shall apply to the shareholders' meetings:

- A. written notice of the time and place of each meeting may be given by personal delivery, mail, or other written communication, which notice shall be given at least ten days before the meeting and which notice need not specify the purpose of the meeting unless it is a special meeting;
- B. any shareholder who is present in person or by means of communications equipment by use of which all persons participating can hear each other, or who is represented by proxy or proxies present in person, shall be deemed present at any meeting for quorum, voting, and all other purposes;
- C. any action may be authorized or taken by the holders of the majority of the voting power present at any meeting at which a quorum is present; and
- D. any shareholder may, either before or after any meeting, waive any notice required to be given by law or under the articles or bylaws or under this agreement, and notice of any meeting shall not be required to be given to any shareholder who is present at the meeting in person or by means of communications equipment or who is represented by proxy or proxies present in person at the meeting.

SECTION FOUR. ACTIONS REQUIRING UNANIMITY

Notwithstanding the provisions in Section Three above, the written consent of all of the shareholders or the unanimous vote of the shareholders at a meeting duly held pursuant to the call, notice, quorum, and voting requirements specified in the provisions of the bylaws shall be required to approve the following actions:

- A. amendment or repeal of the articles or bylaws of the corporation;
- B. amendment or termination of this shareholders' agreement;
- C. issuance of shares of any class or other rights relating to the issuance of shares of the corporation;
- D. authorization of any lease, sale, exchange, transfer, or other disposition of all, or substantially all, of the corporation's assets;
- E. any merger or consolidation to which the corporation is or is to be a constituent corporation; and
- F. voluntary dissolution of the corporation.

SECTION FIVE. SHARE CERTIFICATE LEGEND

Each shareholder shall deliver to the corporation all certificates representing shares of the corporation's capital stock held of record or beneficially owned by the shareholder to, and each certificate subsequently issued representing any share of the corporation's capital stock shall, have affixed a legend stating substantially: "The rights of any holder of any share evidenced by this certificate are subject to a Shareholders' Agreement dated July 13, 2018 among each person who was a shareholder of the corporation as of that date. The corporation will mail without charge to any holder of the shares a copy of the agreement within 30 days of receipt by the corporation of a written request."

NOTE regarding above: make sure this is in the actual share certificate.

SECTION SIX. GOVERNING LAW; BINDING EFFECT

This shareholders' agreement shall be governed by laws of Florida, and shall inure to the benefit of and be binding on the parties to this agreement, their successors and assigns, and, to the extent consistent with the laws of Florida, any purchaser or transferee of any shares of this corporation's capital stock now held of record or owned beneficially by the undersigned shareholders and any purchaser or transferee of any shares of this corporation's capital stock subsequently issued by the corporation. Any successor, assign, purchaser, and transferee shall be considered a party to this agreement. The corporation shall deliver without charge to each purchaser and transferee a copy of this shareholders' agreement within 30 days of receipt by this corporation of a written request.

SECTION SEVEN. AMENDMENT OR TERMINATION

This agreement may at any time be amended or terminated in whole or in part by the affirmative vote at a duly called and held meeting of, or by the written consent signed by, holders of not less than seventy five percent (75%) of the shares of each class of the corporation's capital stock outstanding at the time.

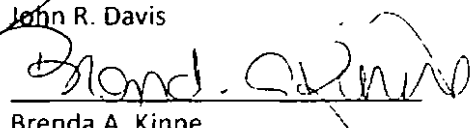
SECTION EIGHT. CONSTRUCTION

Any provision of the corporation's articles or bylaws which conflicts with any provision of this shareholders' agreement shall be deemed superseded by this agreement, and, in the event of any conflict, this agreement and the articles and bylaws shall be construed to give effect to the provisions of this agreement to the extent consistent with the laws of the State of Florida.

The parties whose signatures appear below constitute all of the shareholders of the corporation at the time of the adoption of this shareholders' agreement, whether those persons are or are not entitled to vote, and all of those persons assent to this shareholders' agreement as required by the laws of Florida.

Executed by the undersigned at AMBATT ROOFING INC. on July 13, 2018 ("Effective Date").


John R. Davis


Brenda A. Kinne