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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
SOUTHERN ALUMINUM, INC.**

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No. 1173 P. 2

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
SOUTHERN ALUMINUM, INC.**

Pursuant to Section 617.01201, Florida Statutes, these Amended and Restated Articles of Incorporation (hereinafter "Articles of Incorporation") are created by Charles B. Capps, Esq., 1833 Hendry Street, Fort Myers, Florida 33901, as sole incorporator, for the purpose set forth below.

**CHARTER**

**ARTICLE I  
NAME**

The name of the corporation shall be Southern Aluminum, Inc.

**ARTICLE II  
PRINCIPAL OFFICE**

The principal place for the transaction of the Corporation business shall be 677 Stonecrest Lane, Cape Coral, County of Lee, in the State of Florida, 33909, and the mailing address shall be the same. That said Corporation shall have the right and authority to do business at such other place or places within or without the State of Florida as the Corporation may, by resolution, designate.

**ARTICLE III  
PURPOSE**

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV  
TERM OF EXISTENCE**

The existence of the Corporation commenced upon the filing of the Articles with the Secretary of State of the State of Florida on December 9, 2004 and shall continue thereafter in perpetuity until dissolved as provided by law.

**ARTICLE V  
AUTHORIZED SHARES**

The aggregate number of shares the Corporation shall have authority to issue shall be 999 shares of \$1.00 par value common stock, which shall be non-assessable and held, sold, and paid for at such time and in such manner as the Board of Directors may from time to time determine. The shares of the Corporation shall not be divided into classes and the Corporation is not authorized to issue shares in series.

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## ARTICLE VI BOARD OF DIRECTORS

The Corporation shall have a Board of Directors of not less than one (1) Director, which number may be increased or decreased from time to time. The number of Directors each year shall be determined by the Shareholders at their annual meeting, unless the number is fixed by the Bylaws.

## ARTICLE VII OFFICERS

The Officers by whom the business of said Corporation shall be conducted shall be President, who shall be a Director, and a Secretary/Vice President, who shall be a Director, and a Treasurer, who shall be a Director and such other officers, agents and factors shall be chosen in such manner, hold their office for such term and have such powers and duties as may be prescribed by the By Laws or determined by the Board of Directors. The names and post office addresses of the Officers and first Board of Directors who shall conduct the business of the Corporation until their successors are elected and qualified following the first meeting of Shareholders shall be:

Matthew S. Myers, President/Director	2702 NW 46 <sup>th</sup> Avenue, Cape Coral, FL 33993
Bradley S. Holler, Secretary/Vice President/Director	4649 Long Lake Drive, Fort Myers, FL 33905
Andre P. Fortune, Treasurer/Director	2547 Sutherland Court, Cape Coral, FL 33991

## ARTICLE VIII INCORPORATOR

The name and address of the incorporator of this incorporation is as follows:

PLF Registered Agent, L.L.C.  
1833 Hendry Street  
Fort Myers, Florida 33901

## ARTICLE IX INDEBTEDNESS

The amount of indebtedness or liability to which the Corporation at any time may subject itself shall be unlimited.

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**ARTICLE X**  
**REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 1833 Hendry Street, Fort Myers, Florida 33901, and the name of the initial Registered Agent of this Corporation at that address is PLF Registered Agent, L.L.C.

**ARTICLE XI**  
**PREEMPTIVE RIGHTS**

Without first being offered to the stockholders for subscription, any shares of common stock now or hereafter authorized may be issued: (a) as dividends or in payment of dividends; (b) in exchange for preferred stock or funded debt of the Corporation outstanding; (c) to fulfill any outstanding right or option created by the Corporation to acquire from the Corporation shares of its common stock, or to convert other securities of the Corporation into shares of common stock; or (d) pursuant to any amendment to the Articles of Incorporation whereby shares of common stock are changed into a greater number of shares of the same class.

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**ARTICLE XII**  
**BYLAWS**

The initial Bylaws of this Corporation shall be adopted by the Board of Directors. The Bylaws may be amended from time to time by either the Shareholders or the Directors. The Shareholders may amend, alter, or repeal any Bylaw adopted by the Directors. The Directors may not alter, amend or repeal any Bylaw adopted by the Shareholders, nor may the Directors adopt Bylaws which would be in conflict with the Bylaws adopted by the Shareholders.

**ARTICLE XIII**  
**NOTICE**

Any subscriber or shareholder present at any meeting, either in person, or by proxy, and any Directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

**ARTICLE XIV**  
**INDEMNIFICATION**

Each Director and Officer of the Corporation, whether or not then in office, shall be indemnified by the Corporation against all cost and expense reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceeding in which he may be involved or to which he may be made a party by reason of his being or having been a director or officer of the Corporation, said expense to include attorneys' fees and the cost of reasonable settlement made with a view to curtailment of cost of litigation, except in relation to matters as to which he finally shall be adjudged in any such action, suit, or proceeding to have been derelict in the performance of his duty as such Officer or Director. Such right of indemnification shall not be exclusive of any other rights to which he may be entitled as a matter

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of law; and the foregoing right of indemnification shall inure to the benefit of the heirs, executors and administrators of any such Director or Officer.

# **ARTICLE XV** **RELATED TRANSACTIONS**

A Director or Officer of the Corporation shall not be disqualified by his office from dealing or contracting with the Corporation either as a vendor, Purchaser, or otherwise, nor shall any transaction or contract of the Corporation be void or voidable by reason of the fact that a Director or Officer or any firm of which any Director or Officer is a member or any Corporation of which any Director or Officer is a Shareholder, Officer, or Director, is in any way interested in such transaction or contract, provided that such transaction or contract is or shall be authorized, ratified, or approved either (a) by a vote of a majority of a quorum of the Board of Directors without counting in such majority or quorum any director so interested or member of a firm so interested, or a Shareholder, Officer, or Director of a Corporation so interested, or (b) by the written consent, or by the vote of any shareholders meeting of the holders of record, of a majority of all the outstanding shares of stock in the Corporation entitled to vote, nor shall any Director or Officer be liable to account to the Corporation for any profits realized by or from or through any such transaction or contract authorized, ratified, or approved as herein provided by reason of the fact that he, or any firm of which he is a member or any Corporation of which he is a Shareholder, Officer, or Director, was interested in such transaction or contract. Nothing herein contained shall create liability in the events above described or prevent the authorized approval of such contracts in any other manner permitted by law.

For the purpose of forming this Association under the Laws of the State of Florida, the undersigned, Pavese Law Firm, its Authorized Member of PLF Registered Agent, L.L.C., being the incorporator of this Association, has executed these Amended and Restated Articles of Incorporation as of the 24th day of August, 2023.

PLF Registered Agent, L.L.C.,  
a Florida limited liability company

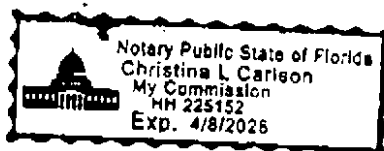
By: Pavese Law Firm, its Authorized Member

By: Charles B. Capps, Managing Partner

STATE OF FLORIDA )  
COUNTY OF LEE )

The foregoing instrument was acknowledged before me this 24th day of August, 2023, by Charles B. Capps, Managing Partner of Pavese Law Firm, Authorized Member of PLF Registered Agent, L.L.C., a Florida limited liability company, on behalf of the company, who is personally known to me and did not take an oath.

(Seal)



Notary Public

Printed Name: Christina L. Carlson

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**ACCEPTANCE BY REGISTERED AGENT**

The undersigned, having been named to accept service of process for the above-stated Association at the place designated in this certificate, hereby agrees to act in this capacity, is familiar with, and accepts, the obligations of this position and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 24<sup>th</sup> day of August 2023.

PLF REGISTERED AGENT, L.L.C. a Florida  
limited liability company

By: Pavese Law Firm, its Authorized Member

By: Charles B. Capps, Managing Partner

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