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SUPERIOR ROOFING CONCEPTS, INC.

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**CERTIFICATE OF AMENDMENT AND RESTATEMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
SUPERIOR ROOFING CONCEPTS, INC.**

I, Andrew Griffis Jr., the duly elected, qualified and acting President of Superior Roofing Concepts, Inc., a Florida corporation (the "Corporation"), do hereby certify that the following is true and correct:

1. The attached Amended and Restated Articles of Incorporation of Superior Roofing Concepts, Inc. (the "Amended and Restated Articles") were duly adopted by the Board of Directors of the Corporation on November 21, 2006.

2. The Amended and Restated Articles contain one or more amendments that required shareholder approval.

3. By written consent of the shareholders of the Corporation dated November 21, 2006, the number of votes cast in favor of adopting the Amended and Restated Articles by the shareholders of the Corporation was sufficient to approve the Amended and Restated Articles.

IN WITNESS WHEREOF, I have hereunto set my hand as of the 21 day of November 2006.

SUPERIOR ROOFING CONCEPTS, INC.

By: Andrew Griffis Jr.  
Andrew Griffis Jr., President

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**AMENDED AND RESTATED  
OF  
ARTICLES OF INCORPORATION  
OF  
SUPERIOR ROOFING CONCEPTS, INC.**

Pursuant to Section 607.1007 of the Florida Business Corporation Act, SUPERIOR ROOFING CONCEPTS, INC., a Florida corporation ("Corporation"), hereby amends and restates its Articles of Incorporation as follows:

**ARTICLE I**

Name

The name of this Corporation shall be:

SUPERIOR ROOFING CONCEPTS, INC.

**ARTICLE II**

Term of Existence

This Corporation is to exist perpetually.

**ARTICLE III**

General Purpose

The general purpose for which this Corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this Corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

**ARTICLE IV**

Capital Stock

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 10,000 shares of common stock with a par value of \$0.01 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this Corporation. The consideration for the issuance of said shares of

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capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this Corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

#### ARTICLE V

##### Registered Office and Registered Agent

The registered office of this Corporation shall be located at 12190 44th Street North, Unit A, Clearwater, Florida 33762 and the registered agent of this Corporation at such office shall be Andrew Griffis, Jr. This Corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

#### ARTICLE VI

##### Directors

The Board of Directors of this Corporation shall consist of not less than one (1) nor more than fifteen (15) members, the exact number of directors to be fixed from time to time by the stockholders or the bylaws. The business and affairs of this Corporation shall be managed by the Board of Directors, which may exercise all such powers of this Corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the bylaws of this Corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this Corporation may remove any director from office at any time with or without cause.

#### ARTICLE VII

##### Address

The address of the principal office and mailing address of this Corporation shall be:

12190 44th Street North  
Unit A  
Clearwater, Florida 33762

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**ARTICLE VIII****Amendments**

This Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

**ARTICLE IX****Bylaws**

(a) The power to adopt the bylaws of this Corporation, to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this Corporation; provided, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by the stockholders, and the stockholders may prescribe in any bylaw made by them that such bylaw shall not be altered, amended or repealed by the Board of Directors.

(b) The bylaws of this Corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

**ARTICLE IX****Affiliated Transactions**

The provisions of Section 607.0901 of the Florida Business Corporation Act, relating to affiliated transactions, shall be inapplicable to this corporation.

IN WITNESS WHEREOF, SUPERIOR ROOFING CONCEPTS, INC. has caused these Amended and Restated Articles of Incorporation to be executed and acknowledged by its President this 21 day of November, 2006.

ATTEST:

SUPERIOR ROOFING CONCEPTS, INC.

By: 

Andrew Griffis Jr., President