

Florida Department of State
Division of Corporations
Public Access System

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.

((H05000238713 3)))

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 : CORPORATION SERVICE COMPANY
 Account Number : I20000000195
 Phone : (850) 521-1000
 Fax Number : (850) 558-1575

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 05 OCT 11 AM 10:14

BASIC AMENDMENT

41 TRUSS ACQUISITION CORP.

Certificate of Status	1
Certified Copy	1
Page Count	12
Estimated Charge	\$52.50

RECEIVED

05 OCT 11 AM 8:00

DIVISION OF CORPORATIONS

Electronic Filing Menu

Corporate Filing

Public Access Help

Restated Art.

10/11/05

Dc



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

October 10, 2005

41 TRUSS ACQUISITION CORP.
2740 BRADWAY BLVD
BLOOMFIELD VILLAGE, MI 48301

SUBJECT: 41 TRUSS ACQUISITION CORP.
REF: P05000123791

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Please correct your document to reflect that it is filed pursuant to the correct statute number.

THE STATUTE NUMBERS IN THE LAST PARAGRAPH OF THE LAST PAGE OF THE DOCUMENT SHOULD READ: 607.1003 AND 607.1007.

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) 245-6906.

Darlene Connell
Document Specialist

FAX Aud. #: H05000238713
Letter Number: 305A00061472

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 OCT 11 AM 10:14

CERTIFICATE OF RESTATEMENT
OF THE
ARTICLES OF INCORPORATION
OF
41 TRUSS ACQUISITION CORP.

The undersigned, on behalf of 41 Truss Acquisition Corp., a corporation organized and existing under the laws of the State of Florida, hereby certifies as follows:

1. The name of the corporation is 41 Truss Acquisition Corp. The original Articles of Incorporation were filed with the Secretary of State of the State Florida on September 8, 2005, (the "Original Articles").

2. These Restated Articles of Incorporation amend, restate and integrate the provisions of the Original Articles, and were duly adopted by the Corporation's sole Shareholder on October 6, 2005 at the recommendation of the Board of Directors in accordance with the provisions of Section 670.1003 of the Florida Business Corporation Act (the "Act") as required under Section 670.1007 of the Act.

3. The text of the Original Articles is hereby amended and restated in its entirety to provide as herein set forth in full.

ARTICLE I - NAME

The corporate name for the corporation (hereinafter called the "Corporation") is 41 Truss Acquisition Corp.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS

The principal place of business and mailing address of the Corporation is 2740 Broadway Boulevard, Bloomfield Village, Michigan 48301

ARTICLE III - CAPITAL STOCK

Section 1. CLASSES OF STOCK. The aggregate number of shares which the Corporation is authorized to issue is Two Hundred Thousand (200,000) shares, divided into two (2) classes as follows:

A. One Thousand Five Hundred (1,500) shares of Preferred Stock, without par value ("Preferred Stock"), with the rights and preferences set forth below; and

B. One Hundred Ninety Eight Thousand Five Hundred (198,500) shares of Common Stock, without par value ("Common Stock").

Section 2. PREFERRED STOCK

A. Series A Preferred Stock.

1. Designation of Series, Number of Shares. The first series of Preferred Stock shall be designated as Series A 10% Cumulative Preferred Stock ("Series A Preferred Stock"), and the number of shares which shall constitute such series shall be One Thousand Five Hundred (1,500). The Series A Preferred Stock shall be without par value.

2. Rank. With respect to dividend rights and rights on liquidation, winding up and dissolution of the Corporation, Series A Preferred Stock shall rank senior to the Common Stock of the Corporation ("Common Stock").

3. Dividends.

(a) Each Holder (as defined in paragraph B) of Series A Preferred Stock shall be entitled to receive out of funds legally available therefor, cash dividends on each share of Series A Preferred Stock at a rate equal to \$100.00 per share *per annum*. All dividends shall be cumulative, whether or not declared, and shall accrue on a daily basis from the date of issuance of Series A Preferred Stock, and shall be payable quarterly in arrears on each Dividend Payment Date (as defined in paragraph B), commencing on December 31, 2005. Each dividend on Series A Preferred Stock shall be payable to the Holders as they appear on the stock register of the Corporation on such Dividend Payment Date. Dividends shall cease to accrue in respect of shares of Series A Preferred Stock on the date of their repurchase by the Corporation. Notwithstanding anything to the contrary set forth above, unless and until such dividends are declared by the Board of Directors, there shall be no obligation to pay such dividends, provided that such dividends shall continue to cumulate and shall be paid at the time of repurchase as provided herein if not earlier declared and paid.

(b) Unpaid Dividends for any past Dividend Period and dividends in connection with any optional redemption pursuant to paragraph A(5)(a) may be declared and paid at any time, without reference to any regular Dividend Payment Date, to the Holders of record as of the date of such optional redemption.

(c) No dividends shall be declared by the Board of Directors or paid or funds set apart for the payment of dividends or other distributions on the Common Stock for any period, and no Common Stock may be repurchased, redeemed or otherwise retired, nor may funds be set apart for such payment, unless (i) Accumulated Dividends have been paid or set apart for such payment on the Series A Preferred Stock for all Dividend Periods terminating on or prior to the date of payment of such dividends or distributions on, or such repurchase or redemption of, such Common Stock (the "Common Stock Payment Date") and (ii) an amount equal to a prorated dividend on the Series A Preferred Stock for the period from the Dividend

Payment Date immediately prior to the Common Stock Payment Date been paid or set apart for payment.

(e) Dividends payable on Series A Preferred Stock for any period less than one year shall be computed on the basis of a 360-day year consisting of twelve 30 day months and the actual number of days elapsed in the period for which such dividends are payable.

4. Liquidation Preference.

(a) Upon any Liquidity Event, the Holders shall be entitled to be paid out of the assets of the Corporation or the proceeds or other consideration received by the Corporation as a result thereof, to the extent available for distribution to its shareholders, before any distribution is made on the Common Stock, an amount in cash equal to (i) the full amount of all dividends (whether or not earned or declared) accrued and unpaid thereon, to the date of the final distribution, plus (ii) an amount per share determined based calendar year in which the Liquidity Event occurs as follows (the sum of items (i) and (ii), the "Series A Preference Amount"):

Calendar Year	Per Share Price
2006	\$1,152.00 per share
2007	\$1,340.00 per share
2008	\$1,580.00 per share
2009	\$1,880.00 per share
2010	\$2,240.00 per share

If upon any Liquidity Event, the application of all amounts available for payments with respect to Series A Preferred Stock would not result in payment in full of the Series A Preference Amount to all Holders, the Holders shall share equally and ratably in any distribution of assets of the Corporation in proportion to the full liquidation preference to which each is entitled. After payment in full pursuant to this paragraph A(4)(a), the Holders shall not be entitled to any further participation in any distribution in the event of Liquidity Event.

(b) For the purposes of this paragraph A(4), the term "Liquidity Event" shall mean any (i) voluntary sale, conveyance, exchange or transfer (for cash, shares of stock, securities or other consideration) of all or substantially all of the Capital Stock, property or assets of the Corporation or the Subsidiary, the consolidation, merger or other business combination of the Corporation or the Subsidiary with one or more corporations where the Corporation or the Subsidiary, as the case may be, is not the surviving entity, or (ii) liquidation, dissolution or winding up of the business of the Corporation or the Subsidiary; provided, however, that any consolidation, merger, recapitalization or other similar transaction in which the then current shareholders of the Corporation retain a majority of the voting power in the surviving corporation or otherwise retain control of the operation of the business of the

Subsidiary shall not be deemed to be a Liquidity Event within the meaning of this paragraph A(4).

5. Redemption.

(a) Optional Redemption. The Corporation may, at its option, redeem at any time or from time to time, from any source of funds legally available therefor, in whole or in part, in the manner provided in paragraph A(5)(c) hereof, any or all of the shares of Series A Preferred Stock, at a redemption price per share equal to the Series A Preference Amount determined as of the Redemption Date. No partial redemption of Series A Preferred Stock pursuant to paragraph A(5)(a) hereof may be authorized or made unless prior thereto, full accrued and unpaid dividends thereon for all Dividend Periods terminating on or prior to the Redemption Date and an amount equal to a prorated dividend thereon for the period from the Dividend Payment Date immediately prior to the Redemption Date to the Redemption Date have been or immediately prior to the Redemption Notice are declared and paid in cash or are declared and there has been a sum set apart sufficient for such cash payment on the Redemption Date. In the event of a partial redemption pursuant to paragraph A(5)(a) hereof, the Corporation shall effect such redemption *pro rata* according to the number of shares held by each Holder of Series A Preferred Stock.

(b) Mandatory Redemption. All outstanding shares of the Series A Preferred Stock shall be redeemed from funds legally available therefor on October 31, 2010 (the "Mandatory Redemption Date"), at a price per share equal to the Series A Preference Amount determined as of the Mandatory Redemption Date.

(c) Procedures for Redemption.

(i) At least 30 days and not more than 60 days prior to the date fixed for any redemption of Series A Preferred Stock, written notice (the "Redemption Notice") shall be given by first class mail, postage prepaid, to each Holder of record at such Holder's address as set forth on the stock register of the Corporation; *provided* that no failure to give such notice nor any deficiency therein shall affect the validity of the procedure for the redemption of any shares of Series A Preferred Stock to be redeemed except as to the Holder or Holders to whom the Corporation has failed to give said notice or except as to the Holder or Holders whose notice was defective. In addition to any information required by law, the Redemption Notice shall state:

(A) the redemption price;

(B) whether all or less than all of the outstanding shares of Series A Preferred Stock redeemable thereunder are to be redeemed and the aggregate number of shares of Series A Preferred Stock being redeemed;

(C) the number of shares of Series A Preferred Stock held, as of the appropriate record date, by the Holder that the Corporation intends to redeem;

(D) the Redemption Date; and

(E) that the Holder is to surrender to the Corporation, at the place or places where certificates for shares of Series A Preferred Stock are to be surrendered for redemption, in the manner and at the price designated, his, her or its certificate or certificates representing the shares of Series A Preferred Stock to be redeemed.

The mailing of any such Redemption Notice shall not obligate the Corporation to redeem the Series A Preferred Stock, and the Corporation may, in its discretion rescind any such Redemption Notice at any time prior to the Redemption Date by a separate notice similarly given, and shall thereafter have no obligation to redeem such shares in accordance with such Redemption Notice.

(ii) Each Holder shall surrender the certificate or certificates representing such shares of Series A Preferred Stock being so redeemed to the Corporation, duly endorsed, in the manner and at the place designated in the Redemption Notice, and on the Redemption Date the full redemption price for such shares shall be payable in cash to the Person whose name appears on such certificate or certificates as the owner thereof, and each surrendered certificate shall be canceled and retired. In the event that less than all of the shares represented by any such certificate are redeemed, a new certificate shall be issued representing the unredeemed shares.

(iii) If a Redemption Notice has been mailed in accordance with paragraph A(5)(c) above, unless the Corporation defaults in the payment in full of the redemption price, dividends on Series A Preferred Stock called for redemption shall cease to accumulate on the Redemption Date, and the Holders of such redemption shares shall cease to have any further rights with respect thereto on the Redemption Date, other than the right to receive the redemption price without interest.

6. Voting Rights.

(a) The Holders shall not be entitled or permitted to vote on any matter required or permitted to be voted upon by the shareholders of the Corporation, except as otherwise required the Act or in these Articles of Incorporation. So long as any shares of Series A Preferred Stock shall be outstanding, the Corporation shall not, without first having obtained the affirmative vote or written consent of the holders of not less than a majority of the outstanding shares of Series A Preferred Stock, voting as a single class:

(i) amend, alter, repeal or waive any provision of, or add any provision to these Articles of Incorporation in any manner that would adversely affect the rights, preferences, privileges or powers of, or the restrictions provided for the benefit of, Holders of the Series A Preferred Stock;

(ii) take any action or enter into any agreement to issue, create or authorize any new class or series of securities which has a preference over, or is offered

with rights on a pari passu basis with, the Series A Preferred Stock, with respect to dividends, voting, redemption or the distribution of assets or other amounts in connection with a Liquidity Event;

(iii) undertake any Liquidity Event in which the Holders of the Series A Preferred Stock would not receive their full Series A Preference Amount, or undertake any liquidation or dissolution of the Corporation or voluntarily file or consent to the filing of any insolvency or bankruptcy proceedings;

(iv) declare or pay dividends or make any distributions of cash or property of the Corporation with respect to the Common Stock, other than as expressly provided in these Articles of Incorporation or dividends payable solely in shares of Common Stock;

(v) repurchase, redeem, retire or otherwise acquire (directly or indirectly, through one or more subsidiaries or otherwise) any of the outstanding Capital Stock of the Corporation, except for the redemption of shares of Series A Preferred Stock pursuant to these Articles of Incorporation; or

(vi) incur any indebtedness in excess of that existing on the date of issuance of the Series A Preferred Stock other than in the ordinary course of business or in connection with a financing that will result in the redemption of the Series A Preferred Stock.

(b) In any case in which the Holders shall be entitled to vote, each Holder shall be entitled to one vote for each share of Series A Preferred Stock held unless otherwise required by applicable law.

7. Conversion or Exchange. The Holders shall not have any rights hereunder to convert such shares into or exchange such shares for shares of any other class or classes or of any other series of any class or classes of Capital Stock of the Corporation.

8. Reissuance of Series A Preferred Stock. Shares of Series A Preferred Stock which have been issued and reacquired in any manner, including shares purchased, redeemed or exchanged, shall be cancelled and may not be reissued as part of a new series of Preferred Stock to be created by resolution or resolutions of the Board of Directors or as part of any other series of Preferred Stock.

9. Business Day. If any payment shall be required by the terms hereof to be made on a day that is not a Business Day, such payment shall be made on the immediately succeeding Business Day.

10. Certain Additional Provisions.

(a) Reports. So long as any shares of Series A Preferred Stock remain outstanding, the Corporation shall send to the Holders at their addresses as set forth on the stock register of the Corporation the following financial information:

(i) Within 30 days after the close of each fiscal month, internally prepared income statement, balance sheet and cash flow statement, including a comparison with budget.

(ii) Within 90 days after close of each fiscal year, an income statement, balance sheet and cash flow statement, including a comparison with budget, each of which shall be audited by independent certified public accountants.

(iii) Within 30 days prior to beginning of each fiscal year, a budget for such fiscal year, with projected income statement, balance sheet and cash flow statement.

(b) Method of Payment. Amounts payable on account of the Series A Preferred Stock shall be payable in cash by certified check, wire transfer or other method of transferring immediately available funds, provided that dividend payments may be made by check mailed to the Holders at their addresses set forth in the stock register of the Corporation.

(c) Prohibitions and Restrictions Imposed by Law or Indebtedness. To the extent that any action required to be taken by the Corporation under these Articles of Incorporation shall be prohibited or restricted by law or by the terms of any contract or instrument to which the Corporation is a party in respect of the incurrence of indebtedness, such Corporation's actions shall be delayed without penalty of any kind until such time as such prohibition or restriction is no longer in force.

B. Definitions. As used in these Restated Articles of Incorporation, the following terms shall have the following meanings, unless the context otherwise requires:

"Accumulated Dividends" means with respect to any share of Series A Preferred Stock, the dividends that have accrued on such share as of such specific date for Dividend Periods ending on or prior to such date and that have not previously been paid in cash.

"Business Day" means any day except a Saturday, Sunday or other day on which commercial banking institutions are authorized by law or executive order to close.

"Capital Stock" means any and all shares, interests, participations, rights, or other equivalents (however designated) of corporate stock including, without limitation, partnership interests.

"Dividend Payment Date" means March 30, June 30, September 30 and December 31 of each year.

"Dividend Period" means the Initial Dividend Period and, thereafter, each quarterly period from the first day following the most recent Dividend Payment Date and ending on the next Dividend Payment Date.

"Holder" means a holder of shares of Series A Preferred Stock.

"Initial Dividend Period" means the dividend period commencing on the Issue Date and ending on the first Dividend Payment Date to occur thereafter.

"Issue Date" means the date the Series A Preferred Stock is issued.

"Liquidity Event" shall have the meaning set forth pursuant to paragraph A(4).

"Person" means any individual, corporation, partnership, joint venture, incorporated or unincorporated association, joint-stock company, trust, unincorporated organization or government or other agency or political subdivision thereof or any other entity of any kind.

"Redemption Date", with respect to any shares of Series A Preferred Stock, means the date on which such shares of Series A Preferred Stock are redeemed by the Corporation pursuant to paragraph A(5).

"Redemption Notice" has the meaning given to such term in paragraph A(5)(c).

"Securities Act" means the Securities Act of 1933, as amended.

"Series A Preference Amount" shall have the meaning set forth pursuant to paragraph A(4).

"Series A Preferred Stock" has the meaning given to such term in paragraph A(1).

"Subsidiary" shall mean Rt. 41 Truss Manufacturing, Inc., a Florida corporation and wholly owned subsidiary of the Corporation.

Section 3. COMMON STOCK.

A. Liquidation. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation any funds available for distribution to the holders of Common Stock shall be distributed to the holders of Common Stock ratably in proportion to the number of shares of Common Stock that each such holder holds on the date of determination relating to liquidation, dissolution or winding up of the Corporation.

B. Dividends. The Board may declare a dividend or distribution upon the Common Stock at such times and in such amounts as it may determine, subject to the requirements of Section 2.A.3 above. Dividends or distributions so declared by the Board (and approved by the holders of the Series A Preferred Stock, if applicable) shall be paid to the holders of Common Stock ratably in proportion to the number of shares of Common Stock held by each such holder on the date as of which the holders of Common Stock of record entitled to receive such dividends or distribution were determined.

C. Voting Rights. Except to the extent set forth in Section 2.A.6 above and Article V below, the Common Stock shall have the exclusive voting powers of the shareholders of the Corporation.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation in the State of Florida is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

The name of the initial registered agent of the corporation at the said registered office is Corporation Service Company.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

ARTICLE V - BOARD OF DIRECTORS

Section 1. NUMBER AND DESIGNATION.

The initial Board of Directors shall consist of one person, which shall be the number of directors until the Issue Date, at which time the number of directors shall be not less than three (3) determined in accordance with the Corporation's bylaws. One (1) of the directors shall be referred to as a "Series A Director" and the remainder shall be referred to as "Common Directors."

Section 2. SERIES A DIRECTOR.

The one Series A Director shall be elected to the Board by the Holders of a majority of the Series A Preferred Stock, voting as a separate class, at any annual meeting of the shareholders or special meeting of the shareholders called for that purpose or by written consent in lieu of a meeting. The Series A Director may be removed with or without cause at any time by the Holders of a majority of the Series A Preferred Stock, voting as a separate class. A vacancy of the Series A Director shall be filled in the same manner as set forth for the election of the Series A Director above. The Series A Director shall be entitled to cast one (1) vote on each matter submitted to the Board for a vote.

Section 3. COMMON DIRECTORS.

The holders of Common Stock voting as a single class, shall be entitled to elect the remainder of the directors. The number of directors may be fixed or changed from time to time by the shareholders. The Common Directors may be removed with or without cause at any time by the holders of a majority of the Common Stock, voting as a separate class. A vacancy of the Common Directors shall be filled in the same manner as set forth for the election of the Common Director above. Each Common Director shall be entitled to cast one (1) vote on each matter submitted to the Board for a vote.

ARTICLE VI - INCORPORATOR

The name and the address of the incorporator are:

David A. Wood
2740 Bradway Boulevard
Bloomfield Township, Michigan 48301

ARTICLE VII - PURPOSE

The purpose for which the corporation is organized is to engage in any lawful business for which corporations may be organized under the Act.

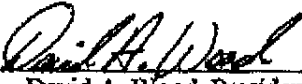
ARTICLE VIII - DURATION

The duration of the corporation shall be perpetual.

ARTICLE IX - INDEMNIFICATION

The corporation shall, to the fullest extent permitted by the provisions of the Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

This Certificate of Restatement of the Articles of Incorporation of the Corporation was duly adopted on the 6th day of October, 2005 by its sole shareholder at the recommendation of the Board of Directors in accordance with the provisions of Section 607.1003 of the Act as required under Section 607.1007 of the Act.


David A. Wood, President

BLOOMFIELD 47664-2 71663416