

P05124

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

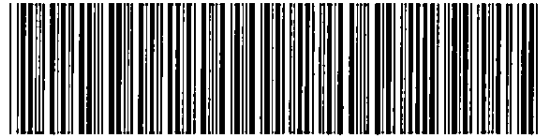
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



400405991164

N/C Amend

SECRETARY OF STATE
CORPORATION DIVISION

2023 APR 18 AM 8:49

FILED

2023 APR 18 AM 9:49

PROD 1077

A. RAMSEY
APR 27 2023

00310
X00789, 02544, 02976, 00524



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 25, 2023

SUNSHINE STATE CORPORATE COMPLIANCE COMPANY
TALLAHASSEE, FL 32312

SUBJECT: CDG ENGINEERS AND ASSOCIATES, INC.
Ref. Number: P05124

CORRECTED
Please Allow For
Same File Date

We have received your document for CDG ENGINEERS AND ASSOCIATES, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

The certified Copy from Alabama can not be more than 90 days old.

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.

Annette Ramsey
OPS

Letter Number: 523A00009172

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2023 APR 26 AM 9:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 19, 2023

SUNSHINE STATE CORPORATE COMPLIANCE COMPANY

TALLAHASSEE, FL 32312

SUBJECT: CDG ENGINEERS AND ASSOCIATES, INC.
Ref. Number: P05124

CORRECTED
Please Allow For
Same File Date

We have received your document for CDG ENGINEERS AND ASSOCIATES, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

The name of your corporation is not available in Florida. An out-of-state corporation whose name is not available must adopt an alternate corporate name for use in Florida. The alternate corporate name must contain "Incorporated," "Company," "Corporation," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp." Please enter the alternate corporate name in the space provided in number five of the application.

The document number of the name conflict is P22000090982.

Please change the name of the state on line # 2 to Alabama. The certified copy from Alabama can not be more than 90 days old.

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.

Annette Ramsey
OPS

Letter Number: 023A00008760

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2023 APR 24 AM 9:48

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

www.sunbiz.org

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

Sunshine State Corporate Compliance Company

3458 Lakeshore Drive, Tallahassee, Florida 32312

(850) 656-4724

DATE 04/18/2023

****WALK IN****

ENTITY NAME CDG Engineers and Associates, Inc.

DOCUMENT NUMBER _____

****PLEASE FILE THE ATTACHED AND RETURN****

XXXXX

Plain Copy

Certified Copy

Certificate of Status

****PLEASE OBTAIN THE FOLLOWING FOR THE ABOVE ENTITY****

Certified Copy of Arts & Amendments

Certificate of Good Standing

****APOSTILLE / NOTARIAL CERTIFICATION****

COUNTRY OF DESTINATION _____

NUMBER OF CERTIFICATES REQUESTED _____

TOTAL OWED \$35

ACCOUNT #: I20160000072

S. B. J. H.

Please call Tina at the above number for any issues or concerns. Thank you so much!

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

P05124

(Document number of corporation (if known))

1. CDG ENGINEERS AND ASSOCIATES, INC.

(Name of corporation as it appears on the records of the Department of State)

2. AL

(Incorporated under laws of)

3. 02/26/1985

(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? JANUARY 1, 2022

5. CDG, Inc.

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

CDG Engineers and Associates, Inc.

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

8. 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

(Florida street address)

New Registered Office Address:

(City)

(Zip Code)

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

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2023 APR 18 AM 8:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9. If the amendment changes person, title or capacity in accordance with 607.1504 (4), indicate that change:

<u>Title/ Capacity</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

10. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

Mark Pugh

(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Mark Pugh

(Typed or printed name of person signing)

President

(Title of person signing)

FILING FEE \$35.00

Wes Allen
Secretary of State

P. O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

**I, Wes Allen, Secretary of State of Alabama, having custody of the
Great and Principal Seal of said State, do hereby certify that**

as appears on file and of record in this office, the pages hereto attached, contain a
true, accurate, and literal copy of the Restated Articles filed on behalf of CDG,
Inc., as received and filed in the Office of the Secretary of State on 12/21/2021.



20230301000016308

In Testimony Whereof, I have hereunto set my
hand and affixed the Great Seal of the State, at the
Capitol, in the city of Montgomery, on this day.

03/01/2023

Date

A handwritten signature in black ink, appearing to read 'Wes Allen', written over a horizontal line.

Wes Allen

Secretary of State

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CDG ENGINEERS & ASSOCIATES, INC.
(An Alabama corporation)**

Dated Effective January 1, 2022

**CAPELL & HOWARD, P.C.
150 South Perry Street
Post Office Box 2069
Montgomery, Alabama 36102-2069**

Alabama
Sec. Of State
Entity Change
039-347 D/C
Date 12/21/2021
Time 15:09
211221 Pg

File \$100.00
County \$.00
Total \$100.00
02/028

**ARTICLES OF AMENDMENT AND RESTATEMENT
OF
ARTICLES OF INCORPORATION
OF
CDG ENGINEERS & ASSOCIATES, INC.**

Alabama
Sec. Of State
Entity Change D/C
039-347
Date 12/21/2021
Time 15:09
211221
Pg 2
File \$100.00
County \$1.00
Total \$100.00
02/028

These Articles of Amendment and Restatement are filed in accordance with Code of Alabama, 1975, sections 10A-2A-1.20, 10A-2A-10.03, 10A-2-10.06 and 10A-2-10.07.

1. **Name of Corporation.** The present name of the Corporation is **CDG Engineers & Associates, Inc.** The Corporation's name shall change to **CDG, Inc.** as of the effective date of the filing of the attached Amended and Restated Articles of Incorporation.

2. **Date on Which Articles of Incorporation Filed.** The Articles of Incorporation of the Corporation were filed on October 20, 1975, with the Judge of Probate of Covington County, Alabama and recorded in Book 28, beginning at Page 94.

3. **Prior Amendments.** The Corporation has heretofore filed Articles of Amendment to its Articles of Incorporation with the Judge of Probate of Covington County, Alabama on: April 2, 1986; February 5, 1996; November 18, 1997; April 13, 1998; August 24, 1998; and April 20, 2005.


4. **Alabama Entity ID Number.** The Corporation's Alabama Entity ID Number is 039-347.

5. **Date of Adoption; Effective Date of Amendment.** The Amended and Restated Articles of Incorporation attached hereto were adopted by the board of directors of the Corporation by unanimous written consent in lieu of a special meeting on August 25, 2021, pursuant to the provisions of Code of Alabama 1975, section 10A-2A-10.05. The effective date of the Amended and Restated Articles of Incorporation shall be January 1, 2022.

6. **Certificate Regarding No Requirement for Shareholder Approval.** Shareholder action was not required to approve the Amended and Restated Articles of Incorporation.

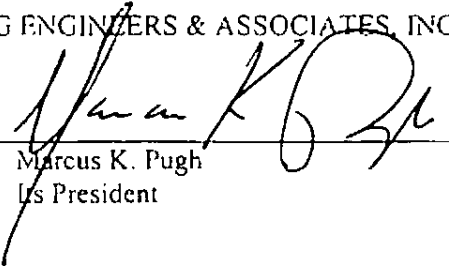
7. **Text of Amended and Restated Articles of Incorporation.** The attached Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments thereto.

These Articles of Restatement and Amendment are executed for the Corporation by its President as of August 25, 2021 to be effective as of January 1, 2022.


RECEIVED DATE
DEC 21 2021
SECRETARY OF STATE
OF ALABAMA

CDG ENGINEERS & ASSOCIATES, INC.

By:

A handwritten signature in black ink, appearing to read 'Marcus K. Pugh', is written over a horizontal line.

Marcus K. Pugh
Its President

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CDG, INC.**

**ARTICLE I.
NAME**

The name of the corporation is CDG, Inc. (the "Corporation"). A copy of the Name Reservation Certificate from the Office is the Alabama Secretary of State is attached.

**ARTICLE II.
AUTHORIZED SHARES**

The total number shares of the authorized stock of the Corporation is 1,000,000 shares of common stock having no par value. All of the authorized stock is common stock and none is preferred stock or stock of a different class. The Board of Directors may authorize the issuance of some or all of the shares of stock of the Corporation without certificates. This authorization will not affect shares of stock already represented by certificates unless they are surrendered to the Corporation. Within a reasonable time after the issuance or transfer of shares of stock without certificates, the corporation shall comply with the notice requirements of Code of Alabama 1975, section 10A-1-3.45.

**ARTICLE III.
REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Corporation in Alabama is 1829 East Three Notch Street, Andalusia, Alabama 36421. The name of the registered agent of the Corporation at that office is Marcus K. Pugh.

**ARTICLE IV.
PURPOSE**

Section 4.01. Purpose. The purpose for which the Corporation is organized is to engage in the profession of civil engineering and all related services, and in the transaction of any or all lawful business for which corporations may be incorporated under the Alabama Business Corporation Law, as amended from time to time (the "Law").

Section 4.02. Pursuit of Purposes and Exercise of Powers in Other Jurisdictions. The Corporation may pursue its purposes and exercise its powers in any state, territory, district or possession of the United States, or in any foreign country, to the extent that these purposes and powers are not forbidden by the law of that state, territory, district or possession of the United States, or by the law of that country. The Corporation, if it so elects, may limit the purposes that it proposes to carry out or the powers it proposes to exercise in any application to do business in any state, territory, district or possession of the United States or in any foreign country.

**ARTICLE V.
CERTAIN POWERS AND RIGHTS**

Section 5.01. Indemnification. The Corporation, to the fullest extent permitted by the provisions of the Law, may indemnify any and all persons whom it shall have power to indemnify under the Law from and against any and all of the expenses, liabilities, or other matters referred to in or covered by the Law. The indemnification rights provided for in this Section are not exclusive of any other rights to which such persons may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors, or otherwise.

Section 5.02. Exculpation. A director of the Corporation shall not be liable to the Corporation or its shareholders for money damages for any action taken, or failure to take action, as a director, except for (a) the amount of a financial benefit received by such director to which such director is not entitled; (b) an intentional infliction of harm by such director on the Corporation or its shareholders; (c) an intentional violation by such director of criminal law; or (e) a breach of such director's duty of loyalty to the Corporation or its shareholders. If the Law, or any successor statute thereto, is amended to authorize the further elimination or limitation of the liability of a director of a corporation, the liability of a director of the Corporation, in addition to the limitations on liability provided in this Section, shall be limited to the fullest extent permitted by the Law, or any successor statute thereto. Any repeal or modification of this Section by the shareholders of the Corporation shall be prospective only and shall not adversely affect any limitation of the liability of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE VI
EXECUTION

These Amended and Restated Articles of Incorporation are executed for the Corporation by its President as of August 25, 2021 to be effective as of January 1, 2022.

CDG, INC.

By: _____

Marcus K. Pugh
Its President

This instrument was prepared by:

Michael P. Dalton, Esq.
Capell & Howard, P.C.
Post Office Box 2069
Montgomery, Alabama 36102-2069
(334) 241-8000

John H. Merrill
Secretary of State

P.O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

**I, John H. Merrill, Secretary of State of Alabama, having custody of the
Great and Principal Seal of said State, do hereby certify that**

pursuant to the provisions of Title 10A, Chapter 1, Article 5, Code of Alabama
1975, and upon an examination of the entity records on file in this office, the
following entity name is reserved as available:

CDG, Inc.

This name reservation is for the exclusive use of Michael P. Dalton, 150 South
Perry Street, Montgomery, AL 36104 for a period of one year beginning March
12, 2021 and expiring March 12, 2022



RES937092

In Testimony Whereof, I have hereunto set my
hand and affixed the Great Seal of the State, at the
Capitol, in the city of Montgomery, on this day.

March 12, 2021

Date

J. H. Merrill

John H. Merrill

Secretary of State