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*Amended And  
Restated Art*

FILED  
07 DEC 31 AM 9:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. Roberts JAN 07 2007

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
STRUCTURAL ENTERPRISES, INC.**

FILED  
07 DEC 31 AM 9:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned directors of the corporation under the laws of the State of Florida, Florida Statutes 607.1001, 607.1002 and 607.1007, hereby amends and restates its Articles of Incorporation as follows:

**C H A R T E R**

**ARTICLE I  
NAME**

The name of the corporation is **STRUCTURAL ENTERPRISES, INC.**

**ARTICLE II  
PRINCIPAL OFFICE**

The principal place for the transaction of the corporation's business shall be 11970 Prince Charles Court, Cape Coral, County of Lee, in the State of Florida, 33991, 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 shall commence upon the filing of these Articles with the Secretary of State of the State of Florida 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 10,000 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.

## **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 a President, who shall be a Director, and a Secretary and Treasurer, who shall be Directors, 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 Bylaws 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:

Jeffrey T. Lester  
11970 Prince Charles Court  
Cape Coral, FL 33991

President/Director

Michele Blair Lester  
11970 Prince Charles Court  
Cape Coral, FL 33991

Vice-President/Director

## **ARTICLE VIII INDEBTEDNESS**

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

## **ARTICLE IX REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is located at 1833 Hendry St., Fort Myers, FL 33901, and the name of the initial registered agent of this corporation at that address is Christina Harris Schwinn, Esq.

## **ARTICLE X TRANSFER RESTRICTIONS**

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen (15) days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles of Incorporation, A Copy of Which Is On File At This Corporation's Principal Office.

The Shares Represented By This Certificate Have Been Issued In Reliance Upon Exemptions From The Registrations Provisions Of Federal And State Securities Laws (United States Securities Act of 1933 And The Florida Securities Act). Therefore, The Transferability Of This Certificate Is Restricted Until It Is Determined By The Corporation That Any Proposed Transfer Will Not Adversely Affect The Exemptions Relied Upon.

## **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.

## **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 attorney's 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 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 any 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

*Structural Enterprises, Inc.*

*Amended and Restated Articles of Incorporation*

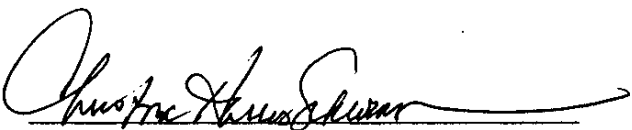
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In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance, with said Act:

First--That **STRUCTURAL ENTERPRISES, INC.**, organized under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at City of Cape Coral, County of Lee, State of Florida, has named **CHRISTINA HARRIS SCHWINN, ESQ.** located at 1833 Hendry St., Fort Myers, FL 33901, as its agent to accept service of process within this State.

#### **ACKNOWLEDGMENTS**

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By:   
CHRISTINA HARRIS SCHWINN  
Registered Agent

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MICHELE BLAIR LESTER

STATE OF FLORIDA     §  
                                  §  
COUNTY OF LEE       §

The foregoing instrument was acknowledged before me on this the 8 day of DECEMBER, 2007, by MICHELE BLAIR LESTER, who is known to me to be the person who made and subscribed to the foregoing Articles of Incorporation, and certifies and acknowledges that she made and executed said certificate for the use and purposes therein expressed. She is personally known to me or has produced FLORIDA DRIVERS LICENSE as identification and did not take an oath.

(Notary Seal)

DAVID L. COLVER  
Notary Public, State of Florida  
My comm. exp. Feb. 22, 2010  
Comm. No. DD 521494

  
Signature of Notary Public

\_\_\_\_\_  
(Print, type or stamp commissioned name of Notary Public)

Commission No: \_\_\_\_\_

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.

### ARTICLE XVI CERTIFICATION

The undersigned Directors of the Corporation hereby certifies that (i) the date of the adoption of these Amended and Restated Articles of Incorporation was November \_\_, 2007, (ii) these Amended and Restated Articles of Incorporation were adopted by a majority vote of the Board of Directors currently in office; there are no shareholders entitled to vote on these amendments, and (iii) these amendments shall be effective upon their filing with the Florida Department of State.

  
JEFFREY T. LESTER 1P

STATE OF FLORIDA       §  
                                     §  
COUNTY OF LEE       §

The foregoing instrument was acknowledged before me on this the 8 day of DECEMBER, 2007, by JEFFREY T. LESTER, who is known to me to be the person who made and subscribed to the foregoing Articles of Incorporation, and certifies and acknowledges that he made and executed said certificate for the use and purposes therein expressed. He is personally known to me or has produced Florida Drivers License as identification and did not take an oath.

(Notary Seal)

DAVID L. COLVER  
Notary Public, State of Florida  
My comm. exp. Feb. 22, 2010  
Comm. No. DD 521494

  
Signature of Notary Public

(Print, type or stamp commissioned name of Notary Public)

Commission No: \_\_\_\_\_