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## COR AMND/RESTATE/CORRECT OR O/D RESIGN

WRIGHT'S HEATING &amp; PLUMBING CO., INC.

Certificate of Status	0
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Amended &amp; Restated

Art

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AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF

WRIGHT'S HEATING & PLUMBING CO., INC.

THESE, DULY ADOPTED, AMENDED AND RESTATED ARTICLES OF INCORPORATION SHALL SUPERSEDE THE ORIGINAL ARTICLES OF INCORPORATION AND ALL AMENDMENTS THERETO.

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ARTICLE I. CORPORATE NAME

The name of this corporation is WRIGHT'S HEATING & PLUMBING CO., INC., and has its principal place of business at 1016 LONG STREET, FENTON, MICHIGAN 48430.

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida and this Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 10,000,000 shares of common stock having a par value of \$0.01 per share.

ARTICLE IV. TERM OF EXISTENCE

This Corporation shall have perpetual existence commencing upon the filing of these Articles.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

WILLIAM R. BARKER, P.A.  
801 NORTH MAGNOLIA AVENUE, SUITE 310  
ORLANDO, FLORIDA 32803

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The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

#### **ARTICLE VI. PREEMPTIVE RIGHTS**

Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or,

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

#### **ARTICLE VII. BOARD OF DIRECTORS**

The Board of Directors shall consist of not less than one (1) Director and not more than fifteen (15) Directors and the total number of Directors may from time to time be increased or decreased in such manner as is described in the Company's By-Laws, provided, however, that the number of Directors shall not be reduced to less than one (1). Initially, there shall be three (3) directors of the corporation. The name and address of the Initial Directors of the corporation is:

JOHN K. WRIGHT  
1016 LONG STREET  
FENTON, MICHIGAN 48430

JUDY WRIGHT  
1016 LONG STREET  
FENTON, MICHIGAN 48430

RANDALL WRIGHT  
1016 LONG STREET  
FENTON, MICHIGAN 48430

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The persons named as the initial Directors shall hold this office until the first meeting of the shareholders, or, until otherwise replaced by a successor.

**ARTICLE VIII. INCORPORATOR**

The name and street address of the person signing these Articles of Incorporation is:

JOHN K. WRIGHT  
1016 LONG STREET  
FENTON, MICHIGAN 48430

**ARTICLE IX. AMENDMENT OF ARTICLES**

The Articles of Incorporation may be amended in the manner provided by law.

**ARTICLE X. INDEMNIFICATION**

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

**ARTICLE XI. BYLAWS**

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors and the Shareholders as provided by law; however, the Shareholders shall not have the power to adopt or amend the Bylaws that fixes a greater quorum or voting requirement for Shareholders than is required by law.

IN WITNESS WHEREOF, the undersigned, as Incorporator has executed the foregoing Articles of Incorporation on the 7th of December, 2006.

  
JOHN K. WRIGHT  
Incorporator

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**DESIGNATION AND ACCEPTANCE BY REGISTERED AGENT**

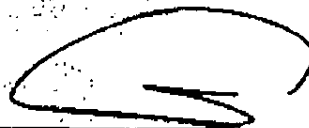
In compliance with FLORIDA General Corporation Act, the following is submitted:

That WRIGHT'S HEATING & PLUMBING CO., INC., desiring to organize under the laws of the State of Florida, with its principal office at 1016 LONG STREET, FENTON, MICHIGAN 48430 has named WILLIAM R. BARKER, P.A., located at 801 NORTH MAGNOLIA AVENUE, SUITE 4/B, ORLANDO, FLORIDA 32803, County of Orange, State of Florida, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-named Corporation, at the place designated in Article V of these Articles of Incorporation, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of FLORIDA law relative to keeping the designated office open.

Registered Agent  
WILLIAM R. BARKER, P.A.



WILLIAM R. BARKER, ESQUIRE

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**CERTIFICATE OF RESTATED ARTICLES OF INCORPORATION**

In compliance with Section 607.1007 of the Florida General Corporation Act, the following is submitted:

That, the Board of Directors of WRIGHT'S HEATING & PLUMBING CO., INC., have approved the filing of Amended and Restated Articles of Incorporation; and, this Restatement does contain Amendments that required shareholder approval; and, the Board of Directors adopted the Restatement after submission of same to the Shareholders, and, a majority approval by the Shareholders.

That, at a Special Meeting of the Shareholders, held in accordance with Section 607.0702, on November 14, 2006, the Shareholders of WRIGHT'S HEATING & PLUMBING CO., INC. unanimously adopted the Amended and Restated Articles of Incorporation of WRIGHT'S HEATING & PLUMBING CO., INC.; and, voted that the Amended and Restated Articles of Incorporation of WRIGHT'S HEATING & PLUMBING CO., INC. shall supersede the original articles of incorporation and all amendments thereto. The number of votes cast for the Amendments by the Shareholders was sufficient for approval.

The undersigned, being President and Secretary of WRIGHT'S HEATING & PLUMBING CO., INC., does make and file this certificate, declaring and certifying the facts hereinabove contained to be true and accordingly hereunto set my hand, on this, the 7<sup>th</sup> day of December, 2006.

  
JOHN K. WRIGHT, President

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