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Florida Department of State
Division of Corporations
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
STANLEY'S ROOFING "INC"**

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
Of
STANLEY'S ROOFING, INC.
Document Number: P07000025852**

The following amendment and restatement was adopted by the Shareholders of this Corporation on the 1st day of April, 2023, and the number of votes cast for the amendment and restatement by the Shareholders was sufficient for approval.

The undersigned, as President of the Corporation, adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I
Name

The name and address of this corporation shall be **STANLEY'S ROOFING, INC., 24445 STRAWBERRY AVE, SORRENTO, FL 32776.**

ARTICLE II
Purposes

The corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE III
Stock

The aggregate number of shares of stock which this corporation shall have authority to issue shall be 10,000 shares of common stock each with no par value. All of the shares of stock of this Corporation are, or may be, subject to a Shareholder's Agreement containing restrictions on the rights of the shareholders, including limitations on the transferability of shares.

ARTICLE IV
Directors and Officers

The names and addresses of the Director(s) is/are:

<u>NAME</u>	<u>ADDRESS</u>
ANDREA STANLEY	24445 STRAWBERRY AVE SORRENTO, FL 32776
DUSTIN R. STANLEY	24445 STRAWBERRY AVE SORRENTO, FL 32776

The names, title, and addresses of the Officer(s) is/are:

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<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
DUSTIN R. STANLEY	President	24445 STRAWBERRY AVE SORRENTO, FL 32776
ANDREA STANLEY	Vice-President/ CFO	24445 STRAWBERRY AVE SORRENTO, FL 32776

ARTICLE V
Informal Shareholder Action

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the bylaws.

ARTICLE VI
Fundamental Changes

The affirmative vote of holders of the majority of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- A. Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- B. Reorganization, merger or consolidation of the corporation;
- C. Sale, lease or exchange of the major portion of the property or assets of the corporation;
- D. Dissolution of the corporation.

ARTICLE VII
Term of Existence

This corporation shall exist perpetually.

ARTICLE VIII
Directors

- A. The business of the corporation shall be managed initially by a board of three (3) directors. The number of directors may be, as provided in the bylaws, increased or decreased, but shall never be less than one (1) director.
- B. The entire Board of Directors, or any individual director, may be removed from office without assignment of cause by affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote. Directors who are not stockholders may be removed for cause by a majority vote of all classes of stock entitled to vote. Any director who is also

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a stockholder may be removed for cause by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote exclusive of the director's own shares of stock.

- C. Any vacancy on the Board of Directors shall be filled by the shareholders at a regular or special meeting called for that purpose. A shareholder removed as a director for cause shall not be entitled to vote to fill the vacancy by voting for the removed director without prior approval secured by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote, exclusive of the shareholder's own shares of stock.
- D. Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

ARTICLE IX
Effective Date

The date that corporate existence shall begin is the date of filing of the original Articles with the Department of State. This election is pursuant to Florida Statute 607.0123.

ARTICLE X
Registered Office and Registered Agent

The name of the Corporation's registered agent in Florida is Zachary T. Broome, Esq., Bowen & Schroth, P.A. The address of the Corporation's registered office in Florida is 600 Jennings Ave Eustis, Florida 32726.

ARTICLE XI
Bylaws

Bylaws of this corporation may be adopted, amended, or repealed by either the Board of Directors or by the shareholders entitled to vote, except as otherwise provided in the Bylaws.

ARTICLE XII
Powers

This corporation shall have all powers conferred by the laws of the state of Florida on corporations.

The foregoing amendment and restatement was adopted by the shareholders of this Corporation on the 15th day of April, 2023, and the number of votes cast for the amendment and restatement by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, the undersigned, being the president, certifies to the truth of the facts herein stated, this 16th day of May, 2023.

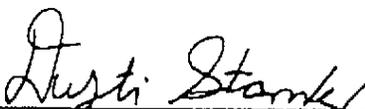
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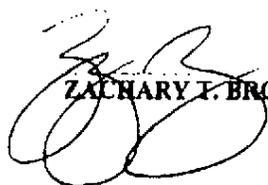
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DUSTIN R. STANLEY, as President

**ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN ARTICLES OF INCORPORATION**

I hereby accept to act as Registered Agent for **STANLEY'S ROOFING, INC.**, as stated in these Articles of Incorporation.

Dated: May 16, 2023


ZACHARY T. BROOME

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