

H230001835273

**Florida Department of State**  
**Division of Corporations**  
**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.**

((H230001835273))



H230001835273ABC+

**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)617-6380

From:

Account Name : BOWEN, SCHROTH, P.A.  
 Account Number : I20150000108  
 Phone : (352)589-1414  
 Fax Number : (352)589-1726

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

zbroome@bowenschroth.com

Email Address: \_\_\_\_\_

**COR AMND/RESTATE/CORRECT OR O/D RESIGN**  
**STANLEY'S ROOFING "INC"**

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$35.00

H230001835273

**FILED**

**2023 MAY 17 AM 11:57**

**2023 MAY 17 PM 5:04**

Firefox

about:blank

Audit # H23000183527 3

**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 1<sup>st</sup> 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:

**NAME**

**ADDRESS**

**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:

Audit # H23000183527 3

Page 1 of 4

Firefox

about:blank

Audit # H23000183527 3

<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; or
- 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

Audit # H23000183527 3

2023 MAY 17 AM 11:57

FILED

Firefox

about:blank

H23000183527 3

Audit # .....

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 15<sup>th</sup> 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 16<sup>th</sup> day of May, 2023.

Audit # H23000183527 3

Page 3 of 4

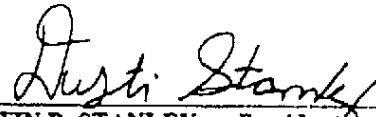
2023 MAY 17 AM 11:57

FILED

Firefox

about:blank

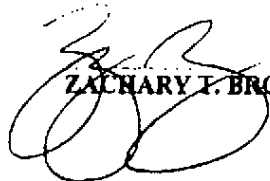
Audit # H23000183527 3

  
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

STATE OF FLORIDA  
TALLAHASSEE, FL

2023 MAY 17 AM 11:57

FILED

Audit # H23000183527 3