

P07000098670

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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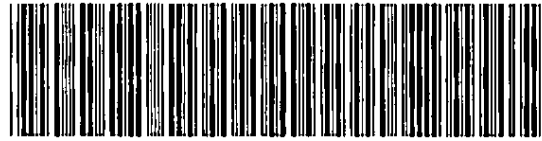
(Business Entity Name)

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2017 JUL 14 AM 9:30

JUL 19 2017
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: CIVIL & BUILDING NORTH AMERICA, INC.

DOCUMENT NUMBER: P07000098670

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

ROSALIE SHIRLEY
Name of Contact Person

CIVIL & BUILDING NORTH AMERICA, INC.
Firm/ Company

ONE BISCAYNE TOWER, 2 S. BISCAYNE BLVD., SUITE 1800
Address

MIAMI, FL 33131
City/ State and Zip Code

r.shirley@bcwf-miami.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Rosalie Shirley at (305) 894-1800
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- \$35 Filing Fee
- \$43.75 Filing Fee & Certificate of Status
- \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed)

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RECEIVED
 DIVISION OF CORPORATIONS
 JUL 14 AM 9:30

Articles of Amendment
to
Articles of Incorporation
of

CIVIL & BUILDING NORTH AMERICA, INC.

(Name of Corporation as currently filed with the Florida Dept. of State)

P07000098670

(Document Number of Corporation (if known))

2017 JUL 14 AM 9:38
FLORIDA DEPARTMENT OF
STATE
DIVISION OF CORPORATIONS

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

_____ The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable:
(Principal office address **MUST BE A STREET ADDRESS**)

C. Enter new mailing address, if applicable:
(Mailing address **MAY BE A POST OFFICE BOX**)

D. 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: _____ Florida _____
(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

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer If an officer director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change. Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

Change PT John Doe

Remove V Mike Jones

Add SV Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	<u>D</u>	<u>MARC ADLER</u>	<u>47 Boulevard Vital Bouhot</u> <u>92200 Neuilly-Sur-Seine</u> <u>France, AF</u>
2) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	<u>S</u>	<u>DENIS PERGE</u>	<u>1050 Mac Arthur Causeway</u> <u>Miami, FL 33132</u>
3) <input checked="" type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u>VD</u>	<u>Giuseppe FOLCO</u>	<u>2 S. BISCAYNE BLVD</u> <u>STE 1800</u> <u>MIAMI, FL 33131</u>
4) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>PD</u>	<u>Jean-Baptiste BAUDIN DE LA VAL</u> <u>Jean-Baptiste BAUDIN DE LA VALETTE</u>	<u>2 S. BISCAYNE BLVD</u> <u>STE 1800</u> <u>MIAMI, FL 33131</u>
5) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>DT</u>	<u>Christophe BILAINE</u>	<u>2 S. BISCAYNE BLVD</u> <u>STE 1800</u> <u>MIAMI, FL 33131</u>
6) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>S</u>	<u>Tristan BOURGOIGNIE</u>	<u>5975 SUNSET DRIVE</u> <u>STE 603</u> <u>SOUTH MIAMI, FL 33143</u>

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval

by _____
(voting group)"

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

JULY 10, 2017
Dated _____

Signature _____
SEE ATTACHED LETTERS

(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

PHILIPPE AMEQUIN

(Typed or printed name of person signing)

CHIEF EXECUTIVE OFFICER

(Title of person signing)

**UNANIMOUS WRITTEN CONSENT
OF THE SHAREHOLDERS
OF**

CIVIL & BUILDING NORTH AMERICA, INC.

The undersigned, being all the shareholders of **CIVIL & BUILDING NORTH AMERICA, Inc.**, a Florida corporation (the "Corporation"), do hereby adopt and consent to the adoption of the following resolutions:

RESOLVED, that the resignation of Mr. Marc ADLER as Director, notified by letter dated July 10, 2017 with immediate effect, be and is hereby acknowledged.

RESOLVED FURTHER, that Mr. Jean-Baptiste BAUDIN DE LA VALETTE be and is hereby appointed as director of the Corporation with immediate effect.

RESOLVED FURTHER, that Mr. Christophe BILAINE be and is hereby appointed as director of the Corporation with immediate effect.

IN WITNESS WHEREOF, the undersigned, being all the shareholders of the Corporation, have executed this written consent as of the 10th day of July, 2017.

MINUTES:

This Unanimous Consent shall be filed with and become a part of the Minutes of the Corporation.

Effective Date: July 10, 2017.

SHAREHOLDERS:

BOUYGUES TRAVAUX PUBLICS, S.A.S

By: 

Name: Philippe AMEQUIN

Title: Chief Executive Officer,

BOUYGUES BATIMENT INTERNATIONAL, S.A.S

By: 

Name: Nicolas BORT

Title: Chief Executive Officer,

UNANIMOUS WRITTEN CONSENT IN LIEU OF A MEETING
OF THE BOARD OF DIRECTORS
OF CIVIL & BUILDING NORTH AMERICA, INC.

THE UNDERSIGNED, being the members of the board of directors of CIVIL & BUILDING NORTH AMERICA, INC., a Florida corporation (the "Corporation"), do hereby consent, pursuant to Section 607.0821 of the Florida Business Corporation Act, and Corporation's bylaws, to the adoption of the following resolutions in lieu of a meeting of the Board of Directors of the Corporation:

WHEREAS, the Board of Directors deems it desirable and in the best interests of the Corporation to proceed to the change of the officers of the Corporation for the current year, until the next annual general meeting of shareholders.

NOW THEREFORE, IT IS HEREBY

1) **RESOLVED**, that the following officers be elected with immediate effect, to hold office until the next Annual Meeting of the Board of Directors :

- | | |
|--------------------------------------|----------------|
| - Jean-Baptiste BAUDIN DE LA VALETTE | President |
| - Giuseppe FOLCO | Vice President |
| - Christophe BILAINE | Treasurer |
| - Tristan BOURGOIGNIE | Secretary |

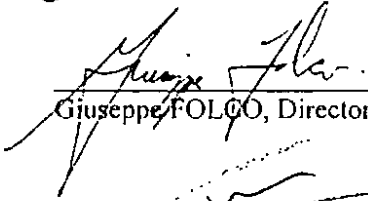
2) **RESOLVED**, that Mr. Denis PERGE be removed as Secretary with immediate effect.

This Written Consent may be executed in any number of counterparts and, notwithstanding that any of the directors did not execute the same counterpart, each of such counterparts (and facsimile copies of such counterparts, if electronically delivered) shall, for all purposes, be an original, and all such counterparts shall constitute one and the same instrument. Delivery of an executed counterpart of a signature page to this consent by telecopier shall be as effective as delivery of a manually-executed counterpart of a signature page of this consent.

IN WITNESS WHEREOF the Undersigned being all of the members of the Board of Directors of the Corporation have executed this consent effective as of 10th of July, 2017.



Jean-Baptiste BAUDIN DE LA VALETTE, Director



Giuseppe FOLCO, Director



Christophe BILAINE, Director