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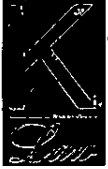
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Amended and
Restated Act

FILED
07 NOV 21 PM 2:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Roberts NOV 28 2007



November 20, 2007

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

RE: MADAHAW, Inc.

Dear Madam/Sir:

Enclosed for filing is the original and one (1) copy Articles of Amendment the original and one (1) copy of the Amended and Restated Articles of Organization and regarding the above referenced Florida corporation. In this regard, please accept our firm's check in the amount of \$52.50 for filing fees as follows:

Filing Fee:	\$35.00
Certified Copy:	8.75
Certificate of Status:	<u>8.75</u>
TOTAL:	\$52.50

Please acknowledge receipt of these documents by date stamping the enclosed copy of this letter and returning same with the Certified Copy of the Articles.

If you have any questions, please feel free to contact our office.

Sincerely,

Frank R. Keasler, Jr.

Enclosures

071120transmittingArticlesAmendment.doc

Keaster Law Firm

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MADAHAW, INC.**

**FILED
07 NOV 21 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned hereby files these Amended and Restated Articles of Incorporation for the purpose of amending and restating in their entirety the articles of incorporation filed previously on November 13, 2007 for the above for profit corporation and pursuant to the laws of the State of Florida.

ARTICLE I.

The name of the Corporation shall be: **MADAHAW, Inc.**

ARTICLE II.

The general nature of the businesses to be transacted by the Corporation shall be to conduct a franchised air quality and ventilation service and sales company and any and all other lawful business allowed by the State of Florida.

IN GENERAL, and in connection with the foregoing, the Corporation shall enjoy and may use, exercise and apply all the powers of like corporations conferred by the corporation laws of the State of Florida.

ARTICLE III.

The maximum number of shares of capital stock that the Corporation is authorized to have outstanding at any time shall be fifty thousand (50,000) shares of Class A Voting Common Stock with a par value of One Cent (\$.01) per share, and fifty thousand (50,000) shares of Class B Non-Voting Common Stock with a par value of One Cent (\$.01) per share. All stock issued shall be paid fully and non-assessable.

ARTICLE IV.

The principal office of this Corporation shall be 2524-4 Whispering Woods Boulevard, Jacksonville, Florida 32246.

ARTICLE V.

The street address of the initial registered office of this Corporation in Florida shall be Keasler Law Firm, P.A., 10407 Centurion Parkway North, Suite 112, Jacksonville, Florida 32256, and its initial registered agent at that address shall be **Frank R. Keasler, Jr.** The registered office and registered agent of the Corporation may be changed from time to time upon notification to the proper authorities.

ARTICLE VI.

There shall be no Board of the Directors of this Corporation as it shall be a shareholder managed Corporation.

ARTICLE VII.

The name of the subscriber of these Articles of Incorporation is Deborah H. Panetta whose street address is 2524-4 Whispering Woods Boulevard, Jacksonville, Florida 32246.

ARTICLE VIII.

This Corporation reserves the right to amend, alter, change or repeal any provisions contained herein in the manner now or hereafter prescribed by law, and all rights conferred on Shareholders herein are granted subject to this reservation.

ARTICLE IX.

The date corporate existence begins shall be November 15, 2007. This election is pursuant to Florida Statute 607.0203.

IN WITNESS WHEREOF, the undersigned subscribing Incorporator executed these Articles of Incorporation for the purpose of forming this Corporation under the laws of the State of Florida, and does hereby make, subscribe, acknowledge and file in this office of the Secretary of State, State of Florida, these Articles of Incorporation and do certify the facts herein stated are true, all on this 19th day of November, 2007.


DEBORAH H. PANETTA

**WRITTEN CONSENT TO CORPORATE ACTION
OF MADAHAW, INC.**

Pursuant to the authority contained in §§ 607.0704, 607.1003, and 607.1005, Florida Statutes, the undersigned being the sole incorporator of this company hereby adopts and ratifies the following:

RECITALS

I. The Articles of Incorporation of this company were filed with the Florida Department of State on November 13, 2007 and were made effective of that same date.

II. The company has not issued any of its shares of stock ownership and desires before doing same to amend the Articles of Incorporation to set forth clearly and identifiably the capital structure of this company. The attached Articles of Amendment were approved by this company's sole incorporator and authorized to be filed with the Florida Department of State and including therewith the filing of the Amended and Restated Articles of Incorporation of the company.

ACCORDINGLY, the following is hereby ratified and approved:

1. The company's sole incorporator is hereby authorized to execute on behalf of this company the Articles of Amendment and corresponding Amended and Restated Articles of Incorporation which are to be filed with the Florida Department of State.

2. The company adopts the Amended and Restated Articles of Incorporation as the articles of incorporation for this company to be effective as of November 15, 2007.

3. The company's incorporator is hereby authorized to execute and deliver on behalf of this company any and all writing and documents necessary to effectuate the Articles of Amendment attached hereto and the Amended and Restated Articles of Incorporation approved thereby.

Effective on Nov. 19., 2007.



Deborah H. Panetta, Incorporator

071119WrittenConsent.doc

**ARTICLES OF AMENDMENT
MADAHAW, INC.**

The Below Articles of Amendment are hereby adopted by this company and pursuant to the authority granted to this company's sole incorporator and to state the follow:

1. The name of the corporation is MADAHAW, Inc.
2. The original Articles of Incorporation filed with the Florida Department of State are to be amended and restated in their entirety and pursuant to the Amended and Restated Articles of Incorporation attached hereto as ***Exhibit A***.
3. Pursuant to §607.0203, the Amended and Restated Articles of Incorporation shall be effective as of November 15, 2007.
4. These Amended and Restated Articles of Incorporation were adopted by the Incorporator and shall supersede the original Articles of Incorporation filed previously with the Florida Department of State. Shareholder action was not required.
5. These Articles of Amendment and the Amended and Restated Articles of Incorporation were adopted by the sole incorporator and pursuant to the written consent attached hereto as ***Exhibit B*** and authorized pursuant to §607.0205(2).



Deborah Panetta, Sole Incorporator