

# P21000081880

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(Requestor's Name)

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(City/State/Zip/Phone #)

☐ PICK-UP    ☐ WAIT    ☐ MAIL

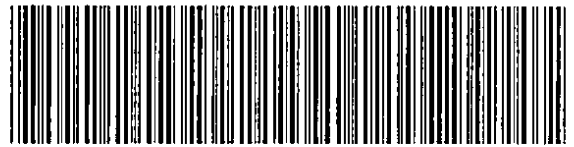
\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** REGROUP CONSTRCUTION, INC.

**DOCUMENT NUMBER:** P21000081880

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

Please return all correspondence concerning this matter to the following:

James Lawson

Name of Contact Person

Regroup Construction, Inc.

Firm/ Company

6255 Petunia Rd.

Address

Delray Beach, FL 33484

City/ State and Zip Code

jameslawson@regroupconstruction.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

James Lawson

at ( 954 )

415-7638

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  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

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Articles of Amendment  
to  
Articles of Incorporation  
of

REGROUP CONSTRUCTION, INC.

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

P21000081880

(Document Number of Corporation (if known))

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:**

N/A  
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)**

N/A

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

N/A

**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 N/A

(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*

**Check if applicable**

☐ The amendment(s) is/are being filed pursuant to s. 607.0120 (11) (e), F.S.

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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 checked="" type="checkbox"/> Change	<u>PTS</u>	<u>JAMES A LAWSON</u>	<u>6255 Petunia Rd.</u>
<input type="checkbox"/> Add			<u>Delray Beach, FL. 33484</u>
<input type="checkbox"/> Remove			
2) <input checked="" type="checkbox"/> Change	<u>VP</u>	<u>JANET A BYARD</u>	<u>11732 CASTINE ST.</u>
<input type="checkbox"/> Add			<u>NEW PORT RICHEY, FL. 34654</u>
<input type="checkbox"/> Remove			
3) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
4) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
5) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
6) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			

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TALLAHASSEE, FL

**E. If amending or adding additional Articles, enter change(s) here:**

(Attach additional sheets, if necessary). (Be specific)

Added Articles as follows:

Article IX - Restriction on Transfer of shares. No shares of stock in the Corporation will be transferred without approval of the majority shareholders of the Corporation either by vote, a resolution of the shareholders passed at a shareholder meeting or by an instrument or instruments approved by the shareholders.

Article X - Preemptive Rights. The shareholders of the Corporation have the preemptive right to purchase any new issue of stock in proportion to their current equity percentage. A shareholder may waive any preemptive right.

Article XI - Amend or Repeal Bylaws. Bylaws may be adopted, amended, or repealed either by approval of the outstanding shares or by the approval of the Board of Directors, if such Board of Directors exists. In adopting, amending or repealing a bylaw the shareholders may expressly provide that the Board of Directors may not adopt, amend or repeal that bylaws. The power of the Board of Directors is subordinate to the power of the shareholders to adopt, amend or repeal bylaws.

Article XII - Indemnification of Officers, Directors, Employee and Agents. The officers, directors, employees. The officers, directors, employees and agents of the Corporation will be indemnified and held harmless by the Corporation and its shareholders from and against any and all claims of any nature, whatsoever, arising out of the individual's participation in the affairs of the Corporation. The Officers, Directors, employees and agents of the

[cont. on additional sheet]

**F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:**

(if not applicable, indicate N/A)

Article IV:

10000 Class A., Only a single class of shares is authorized. This class of shares is entitled to receive the net assets if the Corporation is dissolved.

The par value of each of the authorized Class A shares is \$1.00 US Dollars.

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The date of each amendment(s) adoption: 05/15/2023, if other than the date this document was signed.

Effective date if applicable: 01/01/2023  
(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 incorporators, or board of directors without shareholder action and shareholder action was not required.
- ☒ 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)

Dated 5/31/2023

Signature [Signature]

(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)

James A Lawson

(Typed or printed name of person signing)

President

(Title of person signing)

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Regroup Construction, Inc. P21000081880  
Amended Articles of Incorporation  
Continuation sheet

05/15/2023

Corporation will not be entitled to indemnification under this section for liability arising out of gross negligence or willful misconduct of the individual or the breach by the individual of any provisions of the Agreement.

Article XIII - Limitation of Liability. The officers and directors of the Corporation will not be personally liable to the Corporation or its shareholders for any mistake or error of judgment or for any act or omission believed in good faith to be within the scope of authority conferred or implied by the Articles of Incorporation or by the Corporation. The officers and Board of Directors will be liable for any expenses or damages incurred by the Corporation or its shareholders resulting from any all acts or omissions involving fraud or intentional wrongdoing.

Article XIV - These amendments are effective as of January 1, 2023.

Article XV - Amendments to Articles. The Corporation reserves the right to alter, amend or repeal any provision contained in these Articles and Restated Articles of Incorporation, or an amendment thereto, in the manner provided in the FBCA (as the same exists or may hereafter be amended), and any and all rights conferred upon the shareholders is subject to this reservation.

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

**of**

**REGROUP CONSTRUCTION, INC.**

**a Florida corporation**

Pursuant to Sections 607.1003 and 607.1007 of the Florida Business Corporation Act, Chapter 607, Florida Statutes (the "FBCA"), the Articles of Incorporation of Regroup Construction, Inc., a corporation organized and existing under the laws of the State of Florida, the Articles of Incorporation of which were initially filed with the Department of State of the State of Florida (the "Department") on September 16, 2021, with an effective date of the corporation being September 15, 2021, are hereby amended and restated as follows:

**Article I**

The name of the Corporation is: Regroup Construction, Inc. (hereinafter "Corporation").

**Article II**

Principal place of business address.

6255 PETUNIA RD.  
DELRAY BEACH FL 33484

The mailing address of the corporation is:

6255 PETUNIA RD.  
DELRAY BEACH FL 33484

**Article III**

The purpose for which this corporations organized is: For any lawful act or business activity for which corporations may be organized under the FBCA, including any amendments thereto.

**Article IV**

The number and class of shares the corporation is authorized to issue and par value is:

10000 Class A.

Only a single class of shares is authorized. This class of shares is entitled to receive the net assets if the Corporation is dissolved.

The par value of each of the authorized Class A shares is \$1.00 US Dollars.

**Article V**

The name and Florida street address of the registered agent is:

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JAMES A LAWSON  
6255 PETUNIA RD.  
DELRAY BEACH FL 33484

#### **Article VI**

The name and address of the incorporator is:

JAMES A LAWSON  
6255 PETUNIA RD.  
DELRAY BEACH FL 33484

#### **Article VII**

The officers and/ or directors of the corporation are:

Title: PTS (President, Treasurer, Secretary)

JAMES A LAWSON  
6255 PETUNIA RD.  
DELRAY BEACH, FL. 33484

Title: VP (Vice President)

JANET A BYARD  
11732 CASTINE ST.  
NEW PORT RICHEY, FL. 34654

#### **Article VIII**

The effective date of the corporation shall be:

09/15/2021

#### **Article IX**

Restriction on Transfer of shares. No shares of stock in the Corporation will be transferred without approval of the majority shareholders of the Corporation either by vote, a resolution of the shareholders passed at a shareholder meeting or by an instrument or instruments approved by the shareholders.

#### **Article X**

Preemptive Rights. The shareholders of the Corporation have the preemptive right to purchase any new issue of stock in proportion to their current equity percentage. A shareholder may waive any preemptive right.

#### **Article XI**

Amend or Repeal Bylaws. Bylaws may be adopted, amended, or repealed either by approval of the outstanding shares or by the approval of the Board of Directors, if such Board of Directors exists. In adopting, amending or repealing a bylaw the shareholders may expressly provide that

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the Board of Directors may not adopt, amend or repeal that bylaws. The power of the Board of Directors is subordinate to the power of the shareholders to adopt, amend or repeal bylaws.

## **Article XII**

Indemnification of Officers, Directors, Employee and Agents. The officers, directors, employees and agents of the Corporation will be indemnified and held harmless by the Corporation and its shareholders from and against any and all claims of any nature, whatsoever, arising out the individual's participation in the affairs of the Corporation. The Officers, Directors, employees and agents of the Corporation will not be entitled to indemnification under this section for liability arising out of gross negligence or willful misconduct of the individual or the breach by the individual of any provisions of the Agreement.

## **Article XIII**

Limitation of Liability. The officers and directors of the Corporation will not be personally liable to the Corporation or its shareholders for any mistake or error of judgment or for any act or omission believed in good faith to be within the scope of authority conferred or implied by the Articles of Incorporation or by the Corporation. The officers and Board of Directors will be liable for any expenses or damages incurred by the Corporation or its shareholders resulting from any all acts or omissions involving fraud or intentional wrongdoing.

## **Article XIV**

Effective Date of this Amendment. This document is effective as of January 1, 2023.

## **Article XV**

Amendments to Articles. The Corporation reserves the right to alter, amend or repeal any provision contained in these Articles and Restated Articles of Incorporation, or an amendment thereto, in the manner provided in the FBCA (as the same exists or may hereafter be amended), and any and all rights conferred upon the shareholders is subject to this reservation.

\* \* \* \* \*

This amendment and restatement of the Articles of Incorporation of the Corporation has been duly authorized by a majority vote of the shareholders at a special shareholders meeting held at 505 N. Fort Lauderdale Beach Blvd. Fort Lauderdale FL 33304 at 10 AM on May 15, 2023 of which shareholder's consent was sufficient for the approval of the amendment and restatement under Florida law. Such amendment and restatement of the Articles of Incorporation supersedes the original Articles of Incorporation of the Corporation and all amendments thereto effected prior to the date hereof.

*[Remainder of page intentionally left blank;  
signature page follows.]*

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TALLAHASSEE, FL

IN WITNESS WHEREOF, the undersigned, for the purpose of amending and restating the Corporation's Articles of Incorporation pursuant to the laws of the State of Florida, has executed these Amended and Restated Articles of Incorporation as of the 24th day of May 2023.

Regroup Construction, Inc.

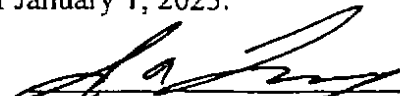
/s/ 

By: James A. Lawson

Its: President

CERTIFICATE

The undersigned hereby certifies that he is the Secretary of Regroup Construction, Inc a corporation organized and existing under the laws of the State of Florida; that the foregoing is a true and correct copy of Amended and Restated Articles of Incorporation of Regroup Construction, Inc duly voted on, adopted and affirmed at a special meeting of the shareholders of said corporation held on the 15th day of May, 2023, at which meeting a quorum was at all times present and acting; that the passage of said Amended and Restated Articles of Incorporation was in all respects legal; and that said Amended and Restated Articles of Incorporation of Regroup Construction, Inc is in full force from the effective date of January 1, 2023.

  
James A. Lawson, Secretary

STATE OF FLORIDA           )  
                                  SS           )  
COUNTY OF BROWARD       )

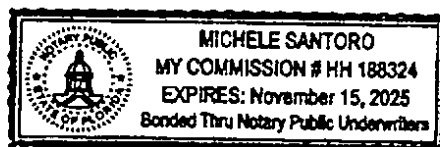
The forgoing instrument was acknowledged before me this 30 day of May, 2023 by James A. Lawson, Secretary of Regroup Construction, Inc., a Florida corporation, on behalf of said corporation. He is personally known to me or has produced \_\_\_\_\_ as identification.

Serial No.:

My commission expires:

  
Notary Public

<< Seal >>



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