

P93000058752

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

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DEPARTMENT OF STATE  
ACCOUNT FILING COVER SHEET

Account Number FCA000000017  
Date: 11-3-20

Requestor Name: Carlton Fields  
Address: Post Office Drawer 190  
Tallahassee, Florida 32302

Telephone: (850) 513-3619 - direct  
(850) 224-1585

Contact Name: Kim Pullen, CP, FRP

AUTHORIZED AMOUNT TO  
DEDUCT FROM ACCOUNT

\$ 43.75

Corporation Name: American Shutter Products, Inc.

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

Entity Number: P93000058752

Authorization: Kim Pullen

☒ Certified Copy

☐ New Filings

☐ Fictitious Name

☐ Plain Stamped Copy

☒ Amendments

☐ Certificate of Status

☐ Annual Report

☐ Registration

( X ) Call When Ready

( X ) Call if Problem

( ) After 4:30

( X ) Walk In

( ) Will Wait

( X ) Pick Up

CF Internal Use Only

Client 14914 Matter: 43125

Name M. Ryder Office: MIA

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
AMERICAN SHUTTER PRODUCTS, INC.**

1. The name of this corporation is American Shutter Products, Inc., a Florida corporation (the "Corporation"), and the principal office address and mailing is 11600 Adelmo Lane, Fort Myers, Florida 33966.

2. The Articles of Incorporation of the Corporation, originally filed August 18, 1993, under Document No. P93000058752, as amended, are hereby amended and restated to read as follows:

**ARTICLE I - NAME AND BUSINESS ADDRESS**

The name of this Corporation shall be American Windows & Shutters, Inc. The mailing address and address of the principal office of the Company shall be 11600 Adelmo Lane, Fort Myers, Florida 33966.

**ARTICLE II - DURATION**

The Corporation shall have a perpetual existence.

**ARTICLE III - PURPOSE**

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

**ARTICLE IV - CAPITAL STOCK**

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000 shares of common stock, having a par value of \$1.00 per share.

**ARTICLE V - REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation shall be 100 S. Ashley Drive, Suite 400, Tampa, Florida 33602, and the initial registered agent of this corporation at such office shall be CF Registered Agent, Inc., a Florida corporation, who upon

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accepting this designation agrees to comply with the provisions of Chapters 48 and 607, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

#### **ARTICLE VI - BOARD OF DIRECTORS**

The Corporation shall be governed by a Board of Directors. The number of directors shall be three. The names and addresses of the directors constituting the Board of Directors are:

<u>Name</u>	<u>Address</u>
Cesare Croci	22 Via Emilio Morosini Milan, Italy
Hélène Roux	42-44 Avenue de la Gare L1610, Luxembourg
Cécile Sibertin-Blanc	42-44 Avenue de la Gare L1610, Luxembourg

The following decisions of the Board of Directors, as well as their proposal thereto to Shareholders' meeting, shall be validly adopted (and implemented) only provided that such decision has been approved with the favorable vote of at least 1 director appointed by the Majority Shareholder and 1 director appointed by the Minority Shareholder (as such terms are defined in that certain Shareholders Agreement dated 30 October 2020:

- i) Amendments or changes in the nature and/or scope of the Company's business
- ii) Varying in any respect the constitutional documents of the Company or the rights attaching to any of its shares
- iii) Effect a sale, transfer, disposition or duplication of any material asset of the Company and of any material asset being used by it under any legal title exceeding 1.000.000 EUR
- iv) The purchase of real estate assets (including lease agreements)
- v) The acquisition and disposal of capital expenditure exceeding 1.000.000 EUR
- vi) The acquisition of companies and/or branches
- vii) Issue or redeem any Common Stock, Equity Securities, or other securities or, except in connection with a Transfer of Common Stock, varying the amount of the Company's share capital except as provided in this Agreement, grant any option or other interest (in the form of convertible securities or in any other form) over or in its share capital, redeem or purchase any of its own shares or effect any other reorganisation of its share capital
- viii) Amalgamating or merging with any other company or business undertaking



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- ix) Transfer pricing policies and inter-company sales conditions
- x) All other corporate transactions involving a commitment or liability exceeding 1.000.000 EUR
- xi) Passing any resolution for the Company's winding up or presenting any petition for its administration (unless it has become insolvent)

## ARTICLE VII – PREEMPTIVE RIGHTS

- (a) In the event that, at any time, the Company shall undertake an issuance of common stock and any securities of the Company convertible into, or exchangeable or exercisable for, such shares, and options, warrants or other rights to acquire such shares (collectively, "New Securities"), the Company shall, upon obtaining the approval by the Board and by the Shareholders, deliver to each Shareholder written notice of such issuance, describing the type and terms of such New Securities, the purchase price per New Security (and, if the consideration for such New Securities is other than cash, then the Board shall in good faith establish an equivalent cash price for purposes of the exercise of the rights contained in this Article VII by the Shareholders) (the "New Securities Price") to be paid by the purchasers of such New Securities and the other terms upon which the Company has decided to issue the New Securities, including the expected timing of such issuance which will in no event be more than 90 days or less than 10 days after the expiration of the period within which the Preemptive Exercise Notice (as defined below) must be given (the "Preemptive Notice").
- (b) Each Shareholder shall have 10 days from the date on which the Preemptive Notice is given to agree by written notice to the Company (a "Preemptive Exercise Notice") to purchase up to its proportional share, in accordance with such Shareholder's percentage ownership of common stock immediately prior to the issuance, of such New Securities at the New Securities Price and upon the general terms specified in the Preemptive Notice and stating therein the quantity of New Securities to be purchased by such Shareholder, including any Excess New Securities (as defined below) which such Shareholder desires to acquire if such Excess New Securities are available.
- (c) In the event that in connection with such a proposed issuance of New Securities, any Shareholder shall for any reason fail or refuse to give its Preemptive Exercise Notice to the Company within such 10 day period, such Shareholder shall, for all purposes of this Article VII, be deemed to have refused (in that particular instance only) to purchase any of such New Securities and to have waived (in that particular instance only) all of its rights under this Article VII to purchase any of such New Securities.
- (d) In the event that any Shareholder does not elect to purchase all of its respective proportional share, the New Securities which were available for purchase by such non-electing Shareholders (the "Excess New Securities") shall automatically be deemed to be accepted for purchase by the Shareholders who indicated in their Preemptive Exercise Notice a desire to participate in the purchase of New Securities in excess of their proportional share. Unless otherwise agreed by all of the Shareholders participating in the purchase, each Shareholder who indicated to purchase more than its proportional share shall purchase a number of Excess New Securities equal to the lesser of (x) the number of Excess New Securities indicated in the Preemptive Exercise Notice, if any, and (y) an amount equal to the product of (A) the number of Excess New Securities and (B) such Shareholder's percentage ownership of common stock at the time of the issuance.
- (e) Any New Securities not issued or sold within 210 days after the date of the Preemptive

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Notice shall again be subject to the provisions of this Article VII.


**ACCEPTANCE OF REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the Company, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in that capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the duties and obligations of the undersigned's position as registered agent.

Dated this 30<sup>th</sup> day of October, 2020

**Registered Agent:**

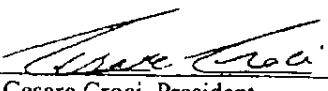
CF Registered Agent, Inc.

By:   
Robert B. Macaulay, Authorized  
Representative

3. The foregoing Amended and Restated Articles of Incorporation was adopted by all of the shareholders of the Company on the date set forth below, by written consent, in accordance with the Florida Business Corporation Act.

4. As of this date and as of the date of the adoption of these Amended and Restated Articles of Incorporation, 1,000 of the Company's authorized common stock have been issued.

IN WITNESS WHEREOF, the undersigned has duly executed these Amended and Restated Articles of Incorporation on this 30<sup>th</sup> day of October, 2020.

  
Cesare Croci, President  
American Shutter Products, Inc.