

P94000010887

KEASLER LAW FIRM

San Pablo Office Park
4337 Pablo Oaks Court, Suite 102
Jacksonville, FL 32224
904-992-6949 • Fax 904-992-6948
January 25, 1999

FRANK R. KEASLER, JR.

FILED
99 FEB -8 PM 12:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Via Federal Express
USA Airbill #803111147068

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Amended and Restated Articles of Incorporation of Miguel Industries, Inc.

Dear Madam/Sir:

Enclosed herewith are the Certificate of Amendment and Restatement to and of the Articles of Incorporation and the respective Amended and Restated Articles of Incorporation for the above referenced corporation. Also enclosed is our firm's check #3318 in the amount of \$43.75 for filing fees as follows:

Miguel Industries, Inc.:

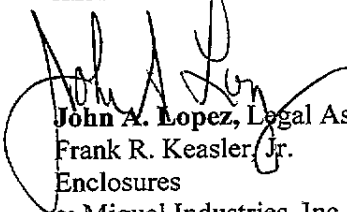
Certificate of Amendment & Restatement:	\$35.00
Certified Copy of Amended & Restated Articles of Incorporation:	<u>8.75</u>

TOTAL: \$43.75

Please acknowledge receipt of these documents by file marking the enclosed copy of this letter and returning same along with the Certified Copy of the Amended & Restated Articles of Incorporation, in the self addressed, postage paid envelope provided for your convenience. If you have any questions regarding the above please contact either Mr. Keasler or me at your earliest convenience.

Sincerely,

HENDERSON KEASLER LAW FIRM


John A. Lopez, Legal Assistant to
Frank R. Keasler, Jr.
Enclosures
c: Miguel Industries, Inc.

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-01/26/99--01072--002
*****43.75 *****43.75

Amended & Restated & N/C



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 3, 1999

FRANK R. KEASLER, JR.
4337 PABLO OAKS COURT, STE. 102
JACKSONVILLE, FL 32224

SUBJECT: MIGUEL INDUSTRIES INC.
Ref. Number: P94000010887

We have received your document for MIGUEL INDUSTRIES INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 899A00004606

*Rec'd 2-8
Div. of Corp.*



Alan D. Henderson
Frank R. Keasler Jr.

February 5, 1999

Department of State
Division of Corporations
(Attn: Ms. Velma Shepard)
409 East Gaines Street
Tallahassee, FL 32399

Re: Amended and Restated Articles of Incorporation of Miguel Industries, Inc.
Letter Number: 899A00004606 dtd February 3, 1999

Dear Velma:

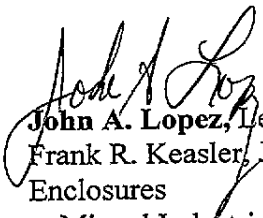
Pursuant to our telephone conversation this date enclosed are the Amended and Restated Articles of Incorporation and Certificate of Amendment to the above referenced corporation. The changes made were removing the "comma (,)" *only* at the top of the first page of the Amended and Restated Articles of Incorporation and leaving the "comma (,)" in at Article I effecting said change throughout the remainder of the Articles and the Certificate of Amendment. Further, page 4 was modified to remove the words "initial" twice in Article VI and "first" in Article VIII, respectively. So that you may compare the modifications I have also enclosed the two pages originally sent to the Division.

I trust the modified Articles will meet with the Division's requirements and if so, request you return a certified copy of same to our firm utilizing the self-addressed, postage paid envelope provided for your convenience.

If you have any questions in this regard please contact me at your earliest convenience. Our client and firm otherwise appreciate your continued efforts, and remain

Sincerely,

HENDERSON KEASLER LAW FIRM


John A. Lopez, Legal Assistant to
Frank R. Keasler, Jr.
Enclosures
c: Miguel Industries, Inc.

G:\K4220\03\DIVISION.MOD

CERTIFICATE OF AMENDMENT AND RESTATEMENT
TO AND OF THE ARTICLES OF INCORPORATION OF
MIGUEL INDUSTRIES, INC.

FILED
99 FEB -8 PM 12:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

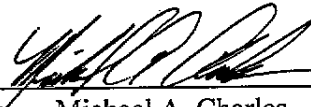
Miguel Industries, Inc., a Florida Corporation, under its corporate seal and under the hand of its Chairman, President and Secretary, hereby certifies:

The Amended and Restated Articles of Incorporation for this Corporation were recommended by and adopted on January 21, 1999, by the Corporation's Board of Directors and approved by the unanimous vote of its Shareholders entitled to vote on the Amendment and Restatement, in accordance with Florida Statutes Sections 607.1003, 607.1006 and 607.1007 (1997). The number of votes cast was sufficient for approval.

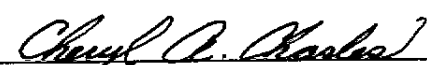
RESOLVED: The Company's Articles of Incorporation be Amended and Restated in their entirety as set forth in the Amended and Restated Articles of Incorporation presented to the Board of Directors and the Company's Stockholders entitled to vote on same, and as filed with the Secretary of State of even or proximate date hereof, and a copy of which is attached hereto as **Exhibit "A"**. The duly adopted Amended and Restated Articles of Incorporation supersede the original Articles and all amendments thereto.

FURTHER RESOLVED: The President be, and hereby is authorized and directed to file this Certificate of Amendment with the State of Florida Division of Corporations to effectuate such Amendment and Restatement.

Miguel Industries, Inc.


By: Michael A. Charles
Its: Board Chairman & President

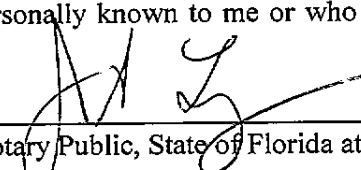
ATTEST:


Cheryl A. Charles, Secretary

STATE OF FLORIDA)
COUNTY OF DUVAL)

The foregoing Certificate of Amendment and Restatement to the Articles of Incorporation was acknowledged before me this 21st day of January, 1999, by **Michael A. Charles**, as Board Chairman and President of Miguel Industries, Inc., and who is personally known to me or who has produced identification.

Notary's Name:
My Commission Expires:
☒ Personally known.
☐ Produced _____ as identification.


Notary Public, State of Florida at Large

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
MIGUEL INDUSTRIES INC.**

Pursuant to the provisions of Section 607.1006 and 607.1007 of the Florida Statutes, the undersigned Corporation, incorporated originally on February 4, 1994 under the name of Miguel Industries, Inc., pursuant to a resolution adopted duly by its Board of Directors and confirmed by the unanimous vote of the Shareholders entitled to vote for such Amendment and Restatement of the Corporation's Articles of Incorporation, and such vote as was sufficient for the approval hereof, hereby adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I.

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

ARTICLE II.

The Corporation shall have perpetual existence.

ARTICLE III.

The general nature of the businesses to be transacted by the Corporation shall be as follows:

Section 1. To engage in the business of and to act as general contractors, plumbers, electricians, riveters, acoustical contractors, glaziers, roofers, floorers, tile contractors, bricklayers, masons, sheet metal and other metal workers, smelters, welders, machinists, tool and die makers, heating and air conditioning contractors, waterproofing and fireproofing contractors, painters, decorators, plasterers, paperhangers, draftsmen and designers, and suppliers, equippers, and outfitters for the foregoing, and to engage in all other activities, render all other services, and handle and deal in all materials, supplies, and products incidental or related to or connected with any and every phase of the building and construction trades; to purchase, lease, or otherwise acquire and to erect, construct, build, establish, develop and improve, and to raze, tear down, rebuild, repair, restore, remodel, clean and to sell, exchange, rent, license, or otherwise dispose of and to outfit, supply, equip, furnish, manage, inspect, use, own, hold, service, and operate and to deal and trade in and with real estate lands, lots, acreage, fields, yards, waterways, roads, streets, parks, gardens, piers, docks, wharves, beaches, swimming pools, homes, and buildings of every kind and description and parts thereof and appurtenances thereto, and all other structures, establishments, and shelters of every kind and description.

Section 2. To buy, sell and otherwise dispose of, hold, own, improve, lease, mortgage and otherwise encumber, and to trade and deal in all kinds of real estate and any interests therein;

Section 3. To buy, sell and otherwise dispose of, hold, own, manufacture, produce, export, import, mortgage, pledge, hypothecate and otherwise encumber, and to trade and deal in all kinds of personal property, either as principal or agent, upon commission or otherwise;

Section 4. To acquire by subscription, purchase or otherwise, to hold for investment or resale, to mortgage, pledge, hypothecate and to sell or otherwise dispose of, and in all ways to trade and deal in and with, as principal or agent, and upon commission or otherwise, stocks, bonds, notes, debentures, mortgages, certificates of indebtedness, and other obligations and securities of individuals and of corporations, private or public, domestic or foreign, and of municipal and governmental subdivisions,

agencies and authorities, and investment securities and chooses in action generally; with power to issue its own securities in exchange therefor to the extent permitted by the corporation laws of the State of Florida; to collect the interest and dividends on its holdings as well as the principal thereof; to make advances upon or for the benefit of, and to do all things suitable and proper for the protection, conservation or enhancement in value of any securities, chooses in action, properties or investments held by it; and to possess and exercise, with respect thereto, all of the rights, powers and privileges of individual owners or holders thereof, and to exercise any and all voting powers thereon;

Section 5. Without limit as to amount, to borrow money for the purposes of the Corporation, to draw, make, accept, endorse, discount, execute, issue and transfer promissory notes, debentures, bills of exchange, bonds, warrants and other negotiable or transferable instruments, and to issue, sell and dispose of bonds, notes, debentures or other obligations of the Corporation from time to time for any of its objects and purposes, with or without security, and, if so determined, to secure the same by mortgage, pledge, deed of trust or otherwise;

Section 6. To acquire the goodwill, rights and property, and the whole or any part of the assets, tangible or intangible, and to undertake or in any way assume the liabilities, of any person, firm, association or corporation; to pay therefor in cash, the stock, bonds, notes, debentures or other obligations of the Corporation, or otherwise, or by undertaking the whole or any part of the liabilities of the transferor; to hold or in any manner dispose of the whole or any part of the property so acquired; to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all the powers necessary or convenient in and about the conduct and management of such business;

Section 7. To aid by loan, subsidy, guaranty, or in any other manner, any corporation, firm, syndicate, association or individual to the extent the Shareholders deem advisable to promote the business, interests and purposes of the Corporation, and any corporation whose stocks, bonds, securities or other obligations are in any manner, either directly or indirectly, held or guaranteed by the Corporation; to do any and all other acts or things toward the protection, conservation or enhancement in value of any such stocks, bonds, securities or other obligations, and to do all and any acts or things designed to accomplish any such purpose;

Section 8. To employ its surplus earnings or accumulated profits from time to time as its Shareholders may determine to purchase or otherwise acquire, to hold or otherwise utilize, and to reissue, sell, or otherwise dispose of or turn to account, as its Shareholders may from time to time determine, the stocks, bonds, debentures or other securities of the Corporation, to the extent permitted by law;

Section 9. To acquire, hold, use, lease, grant licenses in respect of, pledge, mortgage, sell, assign or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, relating to or useful in connection with any business of the Corporation;

Section 10. To enter into, make, perform and carry out, without limit as to amount, contracts and arrangements pertaining to the business of the Corporation, including, but not limited to, arrangements for the sharing of profits, union of interests, joint ventures, reciprocal concessions or cooperation, with

any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign, located in or organized under the laws of any authority in any part of the world, and to obtain from any such governmental, municipal or public authority any rights, privileges or concessions which the Corporation may think desirable to obtain, and to carry out, exercise and comply with any such rights, privileges and concessions;

Section 11. To have one or more offices, and to carry on its operations and to transact its business and promote its objects and purposes in any part of the world, either alone or with other individuals, firms, syndicates, partnerships, associations, corporations, authorities or other entities, without restriction as to place or amount, and to do all lawful acts and things necessary, suitable or proper for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth.

IN GENERAL, and in connection with the foregoing, the Corporation shall have and may use, exercise and enjoy all the powers of like corporations conferred by the corporation laws of the State of Florida, it being expressly provided that the enumeration of the objects, powers or purposes hereinabove specified shall not be held to limit or restrict in any manner the objects, powers and purposes of the Corporation, and that the objects, powers and purposes specified in each of the clauses of this Article shall be regarded as independent and cumulative purposes, powers and objects.

ARTICLE IV.

Section 1. 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 having a par value of One Cent (\$.01) per share and Fifty Thousand (50,000) shares of Class B Non-Voting Common Stock having a par value of One Cent (\$.01) per share. All stock issued shall be fully paid and non-assessable.

Section 2. The Class A Voting Common Stock shall have the sole and exclusive voting privileges, each share of Class A Voting Common Stock being entitled to one (1) vote. The sales price to be paid the Corporation for any share of Class A Voting Common Stock at any time sold or transferred shall be no less than the par value. In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or otherwise, the holders of the Class A Voting Common Stock shall be entitled, after payment of the debts of the Corporation, to their aliquot share of all remaining assets of the Corporation in proportion to the total number of shares of Class A Voting Common Stock and Class B Non-Voting Common Stock then issued and outstanding.

Section 3. The Class B Non-Voting Common Stock shall have no voting privileges whatsoever, all such voting privileges being vested solely and exclusively in the Class A Voting Common Stock. In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntarily or otherwise, after the payment of the debts of the Corporation, the holders of the Class B Non-Voting Common Stock and the holders of the Class A Voting Common Stock shall be entitled, after payment of the debts of the Corporation, to their aliquot share of all the remaining assets of the Corporation in proportion to the total number of shares of the Class B Non-Voting Common Stock and the Class A Voting Common Stock then issued and outstanding.

Section 1. Subject to such restrictions, if any, as are herein expressed and such further restrictions, if any, as may be set forth in the Bylaws, the Board of Directors shall have the general management and control of the business and may exercise all of the powers of the Corporation except such as may be by statute, or by the Articles of Incorporation or amendment thereto, or by the Bylaws as constituted from time to time, expressly conferred upon or reserved to the Shareholders.

Section 2. Subject always to such Bylaws as may be adopted from time to time by the Shareholders, the Board of Directors is expressly authorized to adopt, alter and amend the Bylaws of the Corporation, but any Bylaws adopted, altered or amended by the Directors may be altered, amended or repealed by the Shareholders.

Section 3. The Corporation shall have such officers as from time to time may be provided in the Bylaws and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the Bylaws or as may be determined from time to time by the Board of Directors subject to the Bylaws.

Section 4. No Director or officer of this Corporation shall, in the absence of fraud, be disqualified by their office from dealing or contracting with this Corporation either as vendor, purchaser or otherwise, nor, in the absence of fraud, shall any contract, transaction or act of this Corporation be void or voidable or affected by reason of the fact that any such Director or officer, or any firm of which any such Director or officer is a member or an employee, or any corporation of which any such Director or officer is an officer, Director, Shareholder or employee, has any interest in such contract, transaction or act, whether or not adverse to the interest of this Corporation, even though the vote of the Director or Directors or officer or officers having such interest shall have been necessary to obligate this Corporation upon such contract, transaction or act; and no Director or Directors or officer or officers having such interest shall be liable to this Corporation or to any Shareholder or creditor thereof or to any other person for any loss incurred by it under or by reason of any such contract, transaction or act; nor shall any such Director or Directors or officer or officers be accountable for any gains or profits realized thereon.

ARTICLE XI.

Any action of the Shareholders may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. Notice of any such action so taken shall be given within ten (10) days of the date of such action to those Shareholders entitled to vote thereon who did not give their written consent.

ARTICLE XII.

If all, or any, of the Shareholders or Subscribers to the stock of the Corporation shall enter into any agreement between themselves or with the Corporation or third persons, abridging, limiting, restricting or changing the rights or interest of any one or more of the Shareholders or Subscribers to sell, assign, transfer, mortgage, pledge, hypothecate or transfer on the books of the Corporation, any and all of the stocks of the Corporation held by them, and if a copy of the agreement is filed with the Corporation, all certificates of shares, subject to such agreement or restriction, shall have a reference thereto endorsed thereon by an officer of the Corporation and such stock shall not thereafter be transferred on the books

Section 4. The Shareholders, regardless of the class of stock held, shall have no preemptive rights with respect to the capital stock or securities of the Corporation of any class, and the Corporation from time to time may issue and sell shares of its capital stock of any class, may issue and grant rights and options to purchase shares of such capital stock and may issue and sell its bonds, notes, debentures, and other securities convertible into stock of the Corporation without offering such shares, rights or options to purchase shares, bonds, notes, debentures or other securities (whether now or hereafter authorized) to the Shareholders then holding shares of its capital stock.

ARTICLE V.

The principal office of this Corporation shall be 25 South 2nd Street, Jacksonville, Duval County, Florida 32250.

ARTICLE VI.

The street address of the registered office of this Corporation in Florida shall be 4337 Pablo Oaks Court, Suite 102, Jacksonville, Florida 32224, and its 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 VII.

The number of the Directors of this Corporation shall not be less than one nor more than seven as fixed from time to time by the provisions of the Bylaws.

ARTICLE VIII.

The name(s) and street address(es) of the member(s) of the Board of Directors, who, subject to the provisions of the Bylaws and these Articles of Incorporation, shall hold office for the next year of the Corporation's existence or until their successor(s) are elected and have qualified, are as follows:

<u>Name</u>	<u>Street Address</u>
Michael A. Charles	25 South 2nd Street Jacksonville, Florida 32250
Gregory K. Gause	25 South 2nd Street Jacksonville, Florida 32250

ARTICLE IX.

The Corporation's Board of Directors is specifically authorized from time to time to enter into agreements not inconsistent with these Articles or the law with respect to the alienation, sale, pledge, purchase and redemption of shares of stock of the Corporation.

ARTICLE X.

In furtherance and not in limitation of the powers conferred by statute, the following specific provisions are made for the regulation of the business and the conduct of the affairs of the Corporation:

of the Corporation except in accordance with the terms and provisions of the agreement. If the agreement so provides, the certificates of stock shall be registered so that shares standing in the name of any person as pledgee, trustee or other fiduciary may be voted, in person or by proxy, and without proof of authority.

ARTICLE XIII.

The affirmative vote of holders of fifty-one percent (51%) 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; and
- (d) Dissolution of the Corporation.

ARTICLE XIV.

A Shareholder shall not be liable for dividends illegally declared, distributions illegally made to Shareholders or any other action taken in reliance in good faith upon financial statements of the Corporation represented to him to be correct by the President of the Corporation or the officer having charge of the books of account, or certified by an independent or certified accountant to clearly reflect the financial condition of the Corporation; nor shall there be any liability if in good faith in determining the amount available for dividends or distribution, the Shareholder considers the assets to be of ample value.

ARTICLE XV.

The Shareholders may authorize the Corporation to enter into employment contracts with any executive officer for periods longer than one (1) year, and any Article or By-law provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under such contracts.

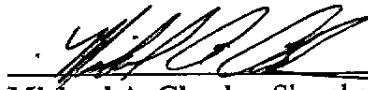
ARTICLE XVI.

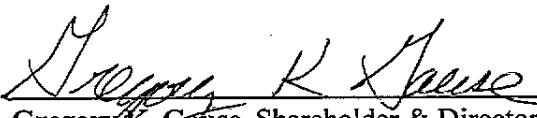
This Corporation reserves the right to amend, alter, change or repeal any provisions contained herein in the manner now or hereafter prescribed by law, and all rights conferred on Shareholders herein are granted subject to this reservation.

ARTICLE XVII.

The effective date of these Amended and Restated Articles of Incorporation shall be January 25, 1999. This election is pursuant to Florida Statute 607.0203.

IN WITNESS WHEREOF, the undersigned Shareholders entitled to vote on the Amended and Restated Articles, hereunto set their hand and seal for the purpose of amending and restating the Articles of Incorporation for Miguel Industries, Inc., under the laws of the State of Florida, and does hereby make, subscribe, acknowledge and file in this office of the Secretary of State of the State of Florida these Amended and Restated Articles of Incorporation and does certify the facts herein stated are true, all on this 21st day of January, 1999.


Michael A. Charles, Shareholder & Director


Gregory K. Gause, Shareholder & Director

STATE OF FLORIDA)
COUNTY OF DUVAL)

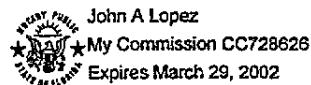
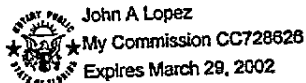
The foregoing Amended and Restated Articles of Incorporation were acknowledged before me this 21st day of January, 1999, by Michael A. Charles and Gregory K. Gause, who are personally known to me or who produced identification.

Notary's Name:
My commission expires:


Notary Public, State of Florida at Large

Michael A. Charles
☒ Personally known.
☐ Produced _____ as identification.

Gregory K. Gause
☒ Personally known.
☐ Produced _____ as identification.



**CERTIFICATE CHANGING PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED
99 FEB -8 PM 12: 04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.0502 of the Florida Statutes, the following is submitted in compliance therewith:

Miguel Industries, Inc., organized under the Laws of the State of Florida, with its principal office as indicated in the Company's Amended and Restated Articles of Incorporation at the City of Jacksonville, County of Duval, State of Florida, who named originally Michael A. Charles at 141 Levy Road, Atlantic Beach, Florida 32233, as its registered office and registered agent, desires now to change its registered office and agent as follows:

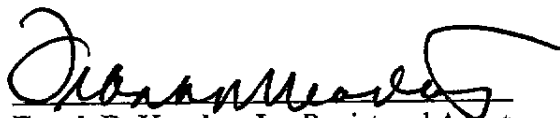
Frank R. Keasler, Jr.
4337 Pablo Oaks Court, Suite 102
Jacksonville, Florida 32224.

The newly named registered agent hereby agrees to act as the Corporation's agent to accept service of process within this state. The change of registered office and agent was adopted pursuant to duly executed written consent to corporate action by the Corporation's Shareholders and Directors.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated Corporation at the place designated in this certificate, and being familiar with the duties and responsibilities as Registered Agent for said Corporation, I hereby agree to act in this capacity and to comply with the provisions of said Act.

By:


Frank R. Keasler, Jr., Registered Agent