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BASIC AMENDMENT

AMERICAN DOOR AND MILLWORK COMPANY

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
AMERICAN DOOR AND MILLWORK COMPANY**

In accordance with Section 607.1007 of the Florida Business Corporation Act (the "Act"), the articles of incorporation of American Door and Millwork Company, a Florida corporation (the "Corporation"), are hereby amended and restated (the "Amended and Restated Articles of Incorporation") to read in their entirety as follows:

ARTICLE I

Name

The name of the Corporation is American Door and Millwork Company

ARTICLE II

Duration

This Corporation shall have perpetual duration unless sooner dissolved according to law.

ARTICLE III

Purpose and General Powers

The general purpose of the Corporation shall be the transaction of any and all lawful business for which corporations may be incorporated under the Act. The Corporation shall have all of the powers enumerated in the Act and all such other powers as are not specifically prohibited to corporations for profit under the laws of the State of Florida.

ARTICLE IV

Capital Stock

A. **Number and Class of Shares Authorized: Par Value.** The aggregate number of shares the Corporation has the authority to issue is Eighty-two Million Five Hundred Thousand (82,500,000) shares with a par value of Ten Cents (\$.10) each. The Corporation shall have the following classes of shares more fully described below: (i) Class A common stock; (ii) Class B non-voting common stock; and (iii) preferred stock.

(1) **Class A Common Stock.** The aggregate number of shares of Class A common stock (referred to in these Amended and Restated Articles of Incorporation as "Class A Common Stock") which the Corporation shall have the authority to issue is Fifty Million (50,000,000) shares with a par value of Ten Cents (\$.10) per share.

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(2) Class B Non-Voting Common Stock. The aggregate number of shares of Class B non-voting common stock (referred to in these Amended and Restated Articles of Incorporation as "Class B Non-Voting Common Stock") which the Corporation shall have the authority to issue is Seven Million Five Hundred Thousand (7,500,000) shares with a par value of Ten Cents (\$.10) per share. The Class A Common Stock and the Class B Non-Voting Common Stock collectively may be referred to in these Amended and Restated Articles of Incorporation as "Common Stock". Except as otherwise provided below in Section B(2), all shares of Class A Common Stock and Class B Non-Voting Common Stock shall be identical in all respects and shall entitle the holder thereof to the same preferences, limitations, and relative rights.

(3) Preferred Stock. The aggregate number of shares of preferred stock (referred to in these Amended and Restated Articles of Incorporation as "Preferred Stock") which the Corporation shall have the authority to issue is Twenty-five Million (25,000,000) shares with a par value of Ten Cents (\$.10) per share. No action that would affect the powers, preferences, rights, privileges, or other terms of the Preferred Stock in a material adverse manner shall be taken by the Corporation (including amending or modifying any of the terms of these Amended and Restated Articles of Incorporation) without the written consent of the ESOP Trustee (as defined below). No modification of these Amended and Restated Articles of Incorporation, and no action of the Board of Directors of the Corporation, shall establish, create, or authorize any series or class of stock of the Corporation that ranks senior to or equal with the Preferred Stock in respect of the right to receive dividends, or in respect of the right to participate in any distribution upon liquidation, dissolution, or winding up of the affairs of the Corporation, without the written consent of the ESOP Trustee.

B. Description of Shares of Capital Stock.

(1) Dividend Rights.

(a) Common Stock. No dividends (other than those payable solely in shares of Common Stock) shall be paid on the Common Stock during any fiscal year of the Corporation until the Preferred Dividend (as defined below) has been paid or declared and set apart during or in respect of that fiscal year and any prior fiscal year in which dividends accumulated but remain unpaid, and the Preferred Stock shall participate *pari passu* on any dividend on the Common Stock. As and when dividends are declared or paid thereon, whether in cash, property or securities of the Corporation, the holders of Class A Common Stock and the holders of Class B Non-Voting Common Stock shall be entitled to participate in such dividends ratably on a per share basis; provided, that if dividends are declared which are payable in shares of Class A Common Stock or Class B Non-Voting Common Stock, then dividends shall be declared which are payable at the same rate on each such class of Common Stock and the dividends payable in shares of Class A Common Stock shall be payable to holders of Class A Common Stock and dividends payable in shares of Class B Common Stock shall be payable to holders of Class B Common Stock.

(b) Preferred Stock. Notwithstanding the provisions of Section B(1)(a), the holders of each share of Preferred Stock shall be entitled to receive cumulative

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preferential dividends in cash (the "Preferred Dividend") at a rate equal to \$.08673 per share (subject to equitable adjustment whenever there shall occur a stock dividend, stock split, combination, reorganization, recapitalization, reclassification or other similar event involving the Preferred Stock) for each full twelve-month period that such share is outstanding payable out of funds legally available for this purpose until the earlier of (i) the fifth anniversary of the Closing Date (as defined below); or (ii) such time as the ESOP Loan (as such term is defined in that certain ESOP Loan Agreement dated on or about the Closing Date by and between the Trustee of the Employee Stock Ownership Trust for Employees of American Door and Millwork Company (the "ESOP Trustee"), and the Corporation) is paid in full. The Preferred Dividend shall be payable for each full twelve-month period following the date of the ESOP Trustee's initial purchase of Preferred Stock (the "Closing Date") on dividend dates to be determined by the Board of Directors. For each twelve-month period following the Closing Date until the ESOP Loan is paid in full, the amount of the aggregate dividend payment to the holders of the Preferred Stock shall not exceed the amount of payments made on the ESOP Loan during such twelve-month period, provided, that if Preferred Dividends are limited by this sentence, the Corporation shall pay any accrued but unpaid Preferred Dividends as soon as such restriction lapses.

(2) Voting Rights.

Except as otherwise required by applicable law, (i) each record holder of Class A Common Stock shall be entitled to one vote per share on all matters to be voted on by the stockholders of the Corporation; (ii) each record holder of Class B Non-Voting Common Stock shall have no right to vote on any matter to be voted on by the stockholders of the Corporation; and (iii) each record holder of Preferred Stock shall be entitled to one vote per share on all matters to be voted on by the stockholders of the Corporation. Holders of Class A Common Stock and Preferred Stock shall have no cumulative voting rights in any election of directors of the Corporation.

(3) Preemptive Rights.

Holders of Common Stock and Preferred Stock shall not have as a matter of right any preemptive or preferential right to subscribe for, purchase, receive, or otherwise acquire any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or of any bonds, debentures, notes, or other securities of the Corporation, whether or not convertible into shares of stock of the Corporation.

(4) Dissolution, Liquidation or Winding Up.

In the event of any liquidation, dissolution or winding up of the Corporation ("Liquidation Event"), either voluntarily or involuntarily, the holders of Preferred Stock shall be entitled to be paid ratably on a per share basis, out of the assets of the Corporation available for distribution to its stockholders, an amount equal to the Preferred Liquidation Payment (as defined below) before any payment shall be made or any assets distributed to the holders of the Common Stock. The "Preferred Liquidation Payment" shall be an amount equal to (x) Four Million Nine Hundred Seventy-five Thousand Dollars (\$4,975,000), less (y) the aggregate amount of all Preferred Dividends previously paid by the Corporation. Upon a

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Liquidation Event, the holders of Preferred Stock shall participate *pari passu* with the holders of the Common Stock (ratably in proportion to the number of shares of stock held by them, respectively) in the distribution of the assets and funds of the Corporation available for distribution upon a Liquidation Event after payment of any Preferred Liquidation Payment. For purposes of this Section B(4), a liquidation, dissolution, or winding up of the Corporation shall be deemed to include the occurrence of any of the following events subsequent to the Closing Date: (A) the Corporation shall be merged into or consolidated with another corporation, or another corporation shall be merged into the Corporation, in either event where less than fifty percent (50%) of the total voting power of the surviving corporation is represented by shares held by persons who were stockholders of the Corporation immediately prior to the merger or consolidation; or (B) the Corporation shall have sold or leased all or substantially all of its assets to another corporation or to another entity or person.

(5) Conversion of Preferred Stock.

Upon payment in full of the ESOP Loan, each share of Preferred Stock shall be automatically converted (the "Automatic Conversion") (without any further act) into Class A Common Stock at a ratio (the "Conversion Ratio") of one (1) share of Preferred Stock for one (1) fully-paid and nonassessable share of Class A Common Stock (the Conversion Ratio shall be subject to equitable adjustment whenever there shall occur a stock dividend, stock split, combination, reorganization, recapitalization, reclassification or other similar event involving the Preferred Stock), such that the Corporation shall have authorized, issued and outstanding thereafter only shares of Common Stock upon the payment in full of the ESOP Loan. Furthermore, the ESOP Trustee shall be entitled at any time to convert all but not less than all the shares of Preferred Stock into shares of Class A Common Stock at the Conversion Ratio. To convert shares of Preferred Stock into shares of Class A Common Stock, the ESOP Trustee shall give written notice to the Corporation (the "Conversion Notice"). The Conversion Notice shall state the number of shares of Preferred Stock (the "Conversion Shares") that are to be converted into shares of Class A Common Stock and shall specify a date for the conversion, which date shall not be earlier than the date of the Conversion Notice. The Conversion Notice shall be accompanied by the certificate or certificates representing the Conversion Shares, duly assigned and endorsed for transfer to the Corporation (or accompanied by duly executed stock powers).

(6) Adjustments.

Subsequent to the issuance of any Preferred Stock, if the Corporation, in any manner subdivides or combines the outstanding shares of one class of stock, the outstanding shares of the other classes of stock shall be proportionately subdivided or combined in a similar manner.

(7) Reservation of Stock Issuable Upon Conversion.

The Corporation shall at all times reserve and keep available sufficient authorized but unissued shares of Class A Common Stock, as shall from time to time be sufficient to effect the conversion of all outstanding shares of Preferred Stock under Section B(5). If at any time, the number of authorized but unissued shares of Class A Common Stock shall not be sufficient to

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effect the conversion of all then outstanding shares of Preferred Stock, the Corporation shall take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Class A Common Stock to such number of shares as shall be sufficient for such purpose, including, without limitation, engaging in best efforts to obtain the requisite shareholder approval of any necessary amendment to these Amended and Restated Articles of Incorporation.

ARTICLE V

Principal Place of Business

The principal place of business and mailing address of the Corporation shall be 2801 W. Airport Boulevard, Sanford, Florida 32771 or at such other address as may be determined by the Board of Directors from time to time.

ARTICLE VI

Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE VII

Amendment

This Corporation reserves the right to amend or repeal any provisions contained in these Restated Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE VIII

Headings and Captions

The headings or captions of these various Amended and Restated Articles of Incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

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By Howard C. Hanson, President

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FROM: JHU TO: JHU

**CERTIFICATE TO AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
AMERICAN DOOR AND MILLWORK COMPANY**

The undersigned, Howard C. Barton, President of American Door and Millwork Company, a Florida corporation (the "Corporation"), does hereby certify as follows:

1. The amendment and restatement of the Corporation's articles of incorporation as attached hereto requires shareholder approval.

2. The board of directors of the Corporation recommended by unanimous written consent dated December 19, 2005, that the shareholders of the Corporation approve, and the shareholders approved by unanimous written consent dated December 19, 2005, the amendment and restatement of the Corporation's articles of incorporation as attached hereto in accordance with Sections 607.1003 and 607.1006 of the Florida Statutes, the number of votes cast for the amendment by the shareholders being sufficient for such approval.

3. The undersigned officer of the Corporation has been duly authorized to submit these Amended and Restated Articles of Incorporation of the Corporation to the Florida Department of State for filing in accordance with Section 607.1007, Florida Statutes.

AMERICAN DOOR AND MILLWORK
COMPANY

By

Howard C. Barton, President

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