

P96000018966

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

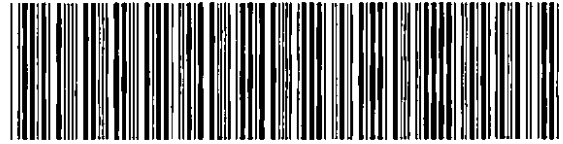
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



500416767145

*Amended &
Restated*

10/05/23--01025--011 **35.00

FILED
2023 OCT -5 PM 12 56
COURT CLERK
JANIS L. COLE

A. RAMSEY
OCT 24 2023

*00789,00778,00671



EST. 1920 | MORE THAN A CENTURY OF CLIENT SERVICE

Robert A. Cooper
(239) 337-6700
racoper@hahnlaw.com

October 4, 2023

FEDERAL EXPRESS

Florida Department of State
Division of Corporations
Amendment Section
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

RE: Crowther Roofing and Sheet Metal of Florida, Inc.
Document No. P96000018966

Dear Sir or Madam:

Enclosed for filing is the Amended and Restated Articles of Incorporation for Crowther Roofing and Sheet Metal of Florida, Inc. Once filed, please return a confirmation to my office.

Thank you for your assistance.

Sincerely,

A handwritten signature in black ink, appearing to be 'RAC', written over a vertical line.

Robert A. Cooper

RAC/mew
Enclosure

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CROWTHER ROOFING AND SHEET METAL OF FLORIDA, INC.**

FILED
OCT 5 PM 2 56
CLERK OF STATE

Pursuant to Section 607.1007 of the Business Corporation Act of the State of Florida, the undersigned, being the President of Crowther Roofing and Sheet Metal of Florida, Inc., a Florida corporation (the "Corporation"), and desiring to amend and restate its Articles of Incorporation, does hereby certify:

FIRST: Articles of Incorporation of the Corporation were filed with the Secretary of State of Florida on February 29, 1996, Document No. P96000018966.

SECOND: Amended and Restated Articles of Incorporation of the Corporation were adopted by all of the directors and all shareholders of the voting stock of the Corporation pursuant to sections 607.0821 and 607.0704 of the Florida Business Corporation Act on September 26, 2023. The number of votes cast for the amendments to the Corporation's Articles of Incorporation was sufficient for approval.

THIRD: The text of the Articles of Incorporation are hereby amended and restated as herein set forth in full and shall supersede the original Articles of Incorporation, as amended.

**ARTICLE I
NAME**

The name of the Corporation is CROWTHER ROOFING AND SHEET METAL OF FLORIDA, INC.

**ARTICLE II
DURATION**

The term of existence of the Corporation is perpetual.

**ARTICLE III
PURPOSE**

The Corporation may transact any and all lawful business for which corporations may be organized under the Florida Business Corporation Act.

**ARTICLE IV
PRINCIPAL OFFICE AND MAILING ADDRESSES**

The principal office and mailing address of the Corporation is 2543 Rockfill Road, Fort Myers, FL 33916.

ARTICLE V CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be One Hundred One Thousand (101,000) shares, of which:

- (a) One Thousand (1,000) shares shall be designated Voting Common Stock, \$1.00 par value per share. Each issued and outstanding share of Voting Common Stock shall be entitled to vote on each matter submitted to a vote of the shareholders of the Corporation. The Corporation shall have the right to issue fractional shares of Voting Common Stock; and
- (b) One Hundred Thousand (100,000) shares shall be designated Non-Voting Stock, no par value. Each issued and outstanding share of Non-Voting Common Stock shall NOT be entitled to vote on any matter submitted to a vote of the shareholders of the Corporation. The Corporation shall have the right to issue fractional shares of Non-Voting Stock. The Board of Directors of the Corporation, by resolution or resolutions, at any time and from time to time, shall be authorized to issue Non-Voting Stock pursuant to the authority in this paragraph given.

ARTICLE VI REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office is 2543 Rockfill Road, Fort Myers, FL 33916. The name of the Corporation's registered agent at that office is Kevin M. Callans.

ARTICLE VII AFFILIATED TRANSACTIONS

The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE VIII CONTROL SHARE ACQUISITIONS

The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

ARTICLE IX S-ELECTION PROTECTION

The Corporation is a S-Corporation and to protect and preserve the S-Corporation status of the Corporation, no sale, transfer, assignment or gift of any share of the Corporation to an ineligible S-Corporation shareholder or any indirect sale, transfer, assignment or gift of any share of the Corporation that causes the shareholder to become an ineligible S-Corporation shareholder, is/are deemed null and void as of the date of the attempted transfer (and will not be recognized by the Corporation). All shareholders of the Corporation, both current and future shareholders, are bound by this provision. This provision cannot be changed, altered, amended, revised, waived or deleted

without the unanimous vote of all shareholders of the Corporation holding issued and outstanding Voting Common Stock.

ARTICLE X INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation the 26th day of September, 2023.



Kevin M. Callans,
President of Crowther Roofing and Sheet Metal of
Florida, Inc.

CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of Crowther Roofing and Sheet Metal of Florida, Inc., a Florida corporation (the "Corporation"), in the Corporation's Amended and Restated Articles of Incorporation.

Having been named as registered agent and to accept services of process for the Corporation at the registered office designated in the Corporation's Amended and Restated Articles of Incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate the 26th day of September, 2023.



Kevin M. Callans, Registered Agent for
Crowther Roofing and Sheet Metal of
Florida, Inc.