

P9600018966

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COR AMND/RESTATE/CORRECT OR O/D RESIGN
CROWTHER ROOFING AND SHEET METAL OF FLORIDA, INC.

Certificate of Status	0
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**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CROWTHER ROOFING AND SHEET METAL OF FLORIDA, INC.**

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, and Amended and Restated Articles of Incorporation were filed with the Secretary of State of Florida on October 5, 2023.

SECOND: 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 May 30, 2024, contingent on the closing of a transaction involving the Corporation that has now occurred. The number of votes cast for the amendments to the Corporation's Articles of Incorporation was sufficient for approval.

THIRD: The text of the Amended and Restated 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.

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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, all of which 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.

Effective immediately upon the date and time of filing (the "Effective Time") of these Second Amended and Restated Articles of Incorporation, each share of the Non-Voting Stock, no par value, of the Corporation (the "Non-Voting Stock") that is issued and outstanding shall, automatically and without any further action on the part of the Corporation or the respective holders thereof, be reclassified as and converted into one (1) validly issued, fully paid and non-assessable share of Voting Common Stock (the "Recapitalization"). From and after the Effective Time, as a result of the Recapitalization, (1) the Non-Voting Stock shall be deemed cancelled and shall no longer be authorized, issued or outstanding, and (2) each certificate that prior to the Effective Time represented shares of Non-Voting Stock shall thereafter represent that number of shares of Voting Common Stock into which the shares of Non-Voting Stock represented by such certificate shall have been reclassified and converted, regardless of whether such certificate is surrendered to the Corporation to be exchanged for certificates representing Voting Common Stock.

ARTICLE VI REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office is 1201 Hays Street, Tallahassee, Florida, USA 32301. The name of the Corporation's registered agent is Corporation Service Company.

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 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.

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IN WITNESS WHEREOF, the undersigned has executed these Second Amended and Restated Articles of Incorporation the 3rd day of June, 2024.

Kevin M. Callans

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 Second 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 Second 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 4th day of June, 2024.

CORPORATION SERVICE COMPANY

By: *Tasha Cooper*

Name: Tasha Cooper

Title: Assistant Secretary

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