

Document Number Only

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

400002328154--2
-10/23/97--01070--018
*****70.00 *****70.00

400002328154--2
-10/23/97--01070--019
*****61.25 *****61.25

Southeast Roofing Supply, Inc.

☒ Profit Articles

☐ NonProfit

☐ Limited Liability Co.

☐ Foreign

☐ Amendment

☐ Merger

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Fictitious Name Filing

☒ Certified Copy

☐ Photo Copies

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TALLAHASSEE, FL
STATE

CR2E031 (1-89)

Rollo OCT 23 1997

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF
SOUTHEAST ROOFING SUPPLY, INC.

97 OCT 23 PM 2:54
FILED
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

The undersigned, who are citizens of the United States, desiring to form a corporation, for profit, pursuant to Florida corporate law, do hereby certify:

FIRST: The corporate name that satisfies the requirements of Section 607.0401 is:

Southeast Roofing Supply, Inc.

SECOND: The place in Florida where its principal office is:

275 Riverside Drive
Ormond Beach, Florida 32176

THIRD: The maximum number of shares which the Corporation is authorized to issue is Five Hundred (500) Common Shares without par value.

FOURTH: The purposes for which and for any of which the Corporation is formed are as follows:

To acquire, own, manufacture, use, lease, mortgage, pledge, hypothecate, exchange, assign, transfer and dispose of property of all kinds wherever situated, including shares of stock, bonds, debentures, warrants, notes, scripts, securities, interest in real estate, evidences of indebtedness, accounts receivable, contracts and obligations of any corporation, association, firm or individual, and to pay for the same in cash or in shares or obligations of the corporation or otherwise.

To enter into, promote or conduct any kind of business, contract or undertaking and for such purpose to acquire, take over and dispose of any or all of the assets of any corporation, association, firm, or individual, to assume their rights and liabilities guarantee or become surety for the performance of their obligations, and participate in any way in their affairs.

To possess and exercise without restriction as fully as a natural person might do all of the powers and authorities conferred upon or permitted to corporations under

the laws of the State of Ohio; and to do any and all things incidental to the accomplishment of the purposes hereinbefore set forth or incidental to the protection and benefit of the Corporation.

To do any one or more of the acts and things expressed in this Article Fourth either as principal or as agent for any other corporation, association, firm or individual.

The Corporation reserves the right at any time and from time to time to substantially change its purposes in any manner now or hereafter permitted by statute. Any change in the purposes of the Corporation, authorized or approved by the holders of shares entitled to exercise the proportion of the voting power of the Corporation now or hereafter required by statute or by the Articles of Incorporation of the Corporation or such authorization or approval shall be binding and conclusive upon every shareholder of the Corporation, as fully as if such shareholder had voted therefor; and no shareholder, notwithstanding that he may have voted against such change of purposes or may have objected in writing thereto, shall be entitled to payment of the fair cash value of his share.

FIFTH: The amount of capital with which the Corporation shall begin business is not less than Five Hundred Dollars (\$500.00).

SIXTH: Any former, present or future director, officer, or employee of the Corporation and any former, present or future director, officer or employee of any other company serving as such at the request of the Corporation because of the Corporation's interest in such other company, or the legal representative of such director, officer or employee, shall be indemnified by the Corporation against reasonable costs, expenses (exclusive of any amount paid the Corporation in settlement) and counsel fees paid or incurred in connection with any action, suit or proceeding to which any such director, officer or employee or his legal representative may be made a party by reason of his being or having been such director, officer or employee; provided,

(1) Said action, suit or proceeding is prosecuted against the director, officer or employee or against his legal representative to final determination, and it is not finally adjudged in the action, suit or proceeding that he had been negligent or guilty of misconduct in the performance of his duties as director, officer or employee; or

(2) Said action, suit or proceeding is settled or otherwise terminated against the director, officer or employee or his legal representative without a final determination on the merits, and it is determined by the board of directors (or, at the option of the board of directors, by a disinterested person(s) selected by the

board of directors for that purpose) that the director, officer or employee had not in any substantial way been negligent or guilty of misconduct in the performance of his duties as charged in the action, suit or proceeding. For the purposes of the preceding sentence:

(a) "Action, suit, or proceeding" shall include every action, suit or proceeding, civil, criminal or other, and "costs" and "expenses" shall include every cost and expense (including but not limited to amounts paid other than to the Corporation or any other such company, in satisfaction of judgments or as fines or penalties);

(b) The right of indemnification conferred thereby shall be extended to any threatened action, suit or proceedings and the failure to institute it shall be deemed its final determination;

(c) Neither a finding of negligence or misconduct to persons other than the Corporation or any such other company nor a judgment of conviction (whether pursuant to a plea of nolo contendere or its equivalent, or otherwise) in any criminal action, suit or proceeding, shall constitute a determination of negligence or misconduct in the performance of duty if it is determined by the board of directors (or, at the option of the board of directors, by a disinterested person(s) selected by the board of directors for that purpose) that the person acted in good faith for a purpose reasonably believed to be in the best interests of the Corporation and (in the case of a criminal action, suit or proceeding) that he had no reasonable cause to believe that his conduct was unlawful; and

(d) Advances may be made by the Corporation against costs, expenses and fees as, and upon the terms, determined by the board of directors.

The right of indemnification contained herein shall be in addition to and not in restriction or limitation of any other right to which any director, officer or employee may be entitled by law, agreement, vote of shareholders, or otherwise.

SEVENTH: This Corporation may enter into an agreement(s) with its shareholders limiting the right to buy, sell, transfer and assign shares of the capital stock of this Corporation to the method provided in such agreement. Such agreement shall be in the form and contain the terms and conditions established or approved by the board of directors. Upon the execution of any said agreement the board of directors shall thereupon cause all shares of this Corporation, whether issued and outstanding or thereafter issued, to bear upon them the following legend:

"The shares represented by this certificate are subject to certain transfer requirements as provided in the By-Laws of the Corporation. Acceptance of these

shares shall serve as the shareholder's acknowledgment of the terms set forth in the Corporation's By-Laws and the shareholder's intent to be bound thereby. The shares represented by this certificate may further be subject to an Agreement restricting the sale of shares of stock in this Corporation. The Agreement provides certain restrictions on the transfer of this certificate which restrictions must be complied with. The aforesaid obligations and the full terms thereof are contained in a written Agreement, a copy of which is on file at the office of the Corporation and a copy of which, along with the By-Laws, will be provided upon written request."

Such agreement(s) shall be binding upon any and all shareholders of the Corporation.

EIGHTH: This Corporation has the authority to purchase, hold, sell and transfer the shares of its own capital stock, provided it does not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it are not voted upon directly or indirectly.

This Corporation shall have the authority to purchase or otherwise acquire, hold, and retire or reissue any securities issued by the Corporation, including shares of the capital stock to the fullest extent allowed and in conformity with Florida corporate law and any amendments, revisions or substitutions thereof or any like or similar law in effect in Florida. The board of directors shall have the power and the authority to, in their discretion, enter into agreements to purchase or otherwise obtain such securities and to determine whether or not such securities shall be held, retired or reissued.

NINTH: The street address of the initial registered office of the Corporation is c/o CT Corporation System, 1200 South Pine Island Road, City of Plantation, Florida 33324, and the name of its initial registered agent at such address is CT Corporation System.

TENTH: The number of Directors constituting the initial Board of Directors of the Corporation is four (4), and the names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

David A. Moorhead - 2440 Edison Blvd., Twinsburg, Ohio 44087

Fredric T. Pratt - 2440 Edison Blvd., Twinsburg, Ohio 44087

John E. Lawrence - 2440 Edison Blvd., Twinsburg, Ohio 44087

David W. McGrath - 275 Riverside Drive, Ormond Beach, Florida 32176

...
ELEVENTH: The name and address of each incorporator is:

Deborah L. Soboslay - 6055 Rockside Woods Blvd., #200, Cleveland, OH 44131
Constance M. Kata - 6055 Rockside Woods Blvd., #200, Cleveland, OH 44131
Keith A. Vanderburg - 6055 Rockside Woods Blvd., #200, Cleveland, OH 44131

IN WITNESS WHEREOF, we have executed these Articles of Incorporation this
22nd day of October, 1997.

INCORPORATORS

Deborah L. Soboslay
Deborah L. Soboslay

Constance M. Kata
Constance M. Kata

Keith A. Vanderburg
Keith A. Vanderburg

Acceptance by the Registered Agent as required in Section 607.0501(3) F.S.: CT Corporation
System is familiar with and accepts the obligations provided for in Section 607.0505.

CT Corporation System

[Signature]
Name:

Title: Gil S. Apellis, Asst. Secretary

Dated: October 22nd, 1997

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97 OCT 23 PM 2:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA