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December 18, 1997

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*****35.00 *****35.00

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee FL 32314

Re: *Amendment to the Articles of Incorporation of Southern Commercial Roofing Systems, Inc.*
Charter No. P97000091268
Our File: 870013 (162)

Dear Sir/Madam:

Enclosed herewith please find the original Certificate of Amendment to the Articles of Incorporation of Southern Commercial Roofing Systems, Inc. along with our firm's check in the amount of \$35.00 representing the filing fee for this Amendment. I would appreciate it if you would process this Amendment in accordance with your normal procedure and thereafter return to me a time stamped copy of the approved Amendment.

Very truly yours,

WEGMAN, HESSLER, VANDERBURG & O'TOOLE



Keith A. Vanderburg

KAV:cmk
Enclosures

Amended & Restated Art.

JAN 6 1998

**CERTIFICATE OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
SOUTHERN COMMERCIAL ROOFING SYSTEMS, INC.**

FLORIDA CHARTER NO. P97000091268

FILED
97 DEC 23 AM 10:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

David A. Moorhead, President, and Fredric T. Pratt, Treasurer, of Southern Commercial Roofing Systems, Inc., a Florida corporation for profit, do hereby certify that on the 15th day of December, 1997, by unanimous written consent without a meeting, the Shareholders of Southern Commercial Roofing Systems, Inc., did adopt the following Resolutions of Amended and Restated Articles of Incorporation of Southern Commercial Roofing Systems, Inc.:

**Amended and Restated
Articles of Incorporation of Southern Commercial Roofing Systems, Inc.**

BE IT RESOLVED, that the Corporation's Articles of Incorporation are hereby amended and restated in their entirety as follows:

- FIRST:** The corporate name that satisfies the requirements of Section 607.0401 is:
- Southern Commercial Roofing Systems, 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 have outstanding is 500 common shares without par value and 1,000 preferred shares with a par value of \$400 each. The express terms and provisions of the shares of each class are as follows:

1. *Common Shares.* The holders of common shares issued and outstanding, except where otherwise provided by law or by these Articles of Incorporation, shall have and possess the exclusive right to notice of shareholders' meetings and the exclusive voting rights and powers, and the holders of the preferred shares shall not be entitled to any notice of shareholders' meetings or to vote upon the election of directors or upon any question affecting the management or affairs of this Corporation, except where such notice or vote is required by law or by these Articles of Incorporation.

Subject to all of the rights of the preferred shares, dividends may be paid on the common shares, as and when declared by the Board of Directors, out of any funds of this Corporation legally available for the payment of such dividends.

2. *Preferred Shares.* The terms of the preferred shares of the Corporation shall be as follows:

(a) *Dividends.* The holders of preferred shares shall be entitled to receive out of any funds of this Corporation at the time legally available for the declaration of dividends at the rate of 1 percent per annum of the par value thereof, and no more, payable in cash annually, or at such intervals as the Board of Directors may from time to time determine, when and as declared by the Board of Directors. Dividends on the preferred shares first issued shall accrue from the date of issuance of such shares, and dividends on all preferred shares thereafter issued shall accrue from the day following the last day of the period for which dividends have already been paid on outstanding preferred shares. Dividends on all issued and outstanding preferred shares shall accrue from day to day, whether or not earned or declared. Such dividends shall be payable before any dividends shall be declared or paid upon or set apart from the common shares, and shall be cumulative, so that if in any year or years dividends upon the outstanding preferred shares at the rate of 1 percent per annum of the par value thereof shall not have been paid thereon or declared and set apart therefor, the amount of the deficiency shall be fully paid or declared and set apart for payment, but without interest, before any distribution, whether by way of dividend or otherwise, shall be declared or paid upon, or set apart for, the common shares.

(b) *Liquidation.* In the event of a voluntary liquidation, dissolution, or winding up of this Corporation, the holders of preferred shares shall be entitled to receive out of the assets of this Corporation, whether such assets are capital or surplus of any nature, an amount equal to one hundred percent (100%) of the par value of such preferred shares, and, in addition

to such amount, a further amount equal to the dividends unpaid and accumulated thereon, as provided in (a) of this Article, to the date of such distribution, whether earned or declared or not, and no more, before any payment shall be made or any assets distributed to the holders of common shares.

In the event of an involuntary liquidation, dissolution, or winding up of this Corporation, the holders of the preferred shares shall be entitled to receive, out of the assets of this Corporation, whether such assets are capital or surplus of any nature, an amount equal to one hundred percent (100%) of the par value of such preferred shares and a further amount equal to the dividends unpaid and accumulated thereon as provided in (1) of this Article to the date of such distribution, whether earned or declared or not, and no more, before any payment shall be made or any assets distributed to the holders of common shares.

If upon such liquidation, dissolution, or winding up, whether voluntary or involuntary, the assets thus distributed among the holders of the preferred shares shall be insufficient to permit the payment to such shareholders of the full preferential amounts, then the entire assets of this Corporation to be distributed shall be distributed ratably among the holders of the preferred shares.

In the event of any liquidation, dissolution, or winding up of this Corporation, whether voluntary or involuntary, subject to all of the preferential rights of the holders of preferred shares on distribution or otherwise, the holders of common shares shall be entitled to receive, ratably, all of the remaining assets of this Corporation.

A consolidation or merger of this Corporation with or into any other corporation or corporations shall not be deemed to be a liquidation, dissolution, or winding up, within the meaning of this clause.

(c) *Redemption.* This Corporation, at the option of the Board of Directors, may redeem the whole or from time to time may redeem any part of the preferred shares of any dividend date by paying in cash therefor one hundred dollars (\$100) per share and, in addition to such amount, an amount in cash equal to all dividends on preferred shares unpaid and accumulated as provided in (1) of this Article, whether earned or declared or not, to and including the date fixed for redemption, such sum being hereinafter sometimes referred to as the redemption price. In case of the redemption of a part only of the outstanding preferred shares, this Corporation shall effect such redemption pro rata. Less than all of the

preferred shares at any time outstanding may not be redeemed until all dividends accrued and in arrears upon all preferred shares outstanding shall have been paid for all past dividend periods, and until full dividends for the then current dividend period on all preferred shares then outstanding, other than the shares to be redeemed, shall have been paid or declared and the full amount thereof set apart from payment. At least thirty (30) days' previous notice by mail, postage prepaid, shall be given to the holders of record of the preferred shares to be redeemed, such notice to be addressed to each such shareholder at his post office address as shown by the records of this Corporation. On or after the date fixed for redemption and stated in such notice, each holder of preferred shares called for redemption shall surrender his certificate evidencing such shares to this Corporation at the place designated in such notice and shall thereupon be entitled to receive payment of the redemption price. In case less than all the shares represented by any such surrendered certificate are redeemed, a new certificate shall be issued representing the unredeemed shares. If such notice of redemption shall have been duly given, and if on the date fixed for redemption funds necessary for the redemption shall be available therefor, then notwithstanding that the certificates evidencing any preferred shares so called for redemption shall not have been surrendered, the dividends with respect to the shares so called for redemption shall cease to accrue after the date fixed for redemption and all rights with respect to the shares so called for redemption shall forthwith after such date cease and determine, except only the right of the holders to receive the redemption price thereof without interest upon surrender of their certificates therefor.

If, on or prior to any date fixed for redemption of preferred shares, this Corporation deposits with any bank or trust company in the City of Orlando, State of Florida, as a trust fund, a sum sufficient to redeem, on the date fixed for the redemption thereof, the shares called for redemption, with irrevocable instructions and authority to the bank or trust company to give notice of redemption thereof if such notice shall not previously have been given by this Corporation, or to complete the giving of such notice if theretofore commenced, and with instructions, irrevocable for a period of at least six (6) years, to pay, on and after the date fixed for redemption or prior thereto, the redemption price of the shares of their respective holders upon the surrender of their share certificates, then from and after the date of the deposit (although prior to the date fixed for redemption), the shares so called shall be deemed to be redeemed and dividends on those shares shall cease to accrue after the date fixed for redemption. From and after the date of the deposit, the shares shall be deemed to be no longer outstanding, and the holders thereof shall cease to be shareholders with respect to such shares, and shall have no rights with respect thereto except

the right to receive payment of the redemption price of the shares without interest, upon the surrender of their certificates therefor. Any moneys deposited by this Corporation pursuant to this paragraph and unclaimed at the end of six (6) years from the date fixed for redemption shall be repaid to this Corporation upon its request expressed in a resolution of its Board of Directors, without prejudice to the rights of this Corporation or of any party who may be entitled to such moneys.

(d) *Voting.* If at any time dividends on the preferred shares shall be in arrears in an amount equal to three (3) years' dividends, the holders of preferred shares as a class shall be entitled to elect the smallest number of directors which will constitute a majority of the authorized number of directors, and the holders of common shares as a class shall be entitled to elect the remaining members of the Board of Directors. At such time as all dividends accrued on the outstanding preferred shares have been paid or declared and set apart for payment, the rights of the holders of preferred shares to vote as provided in this paragraph (d) shall cease, subject to renewal from time to time upon the same terms and conditions.

At any time after the voting power to elect a majority of the Board of Directors shall have become vested in the holders of the preferred shares as provided in this paragraph (d), the Secretary of this Corporation may, and upon the request of the record holders of at least ten percent (10%) of the preferred shares then outstanding addressed to him at the principal office of this Corporation shall, call a special meeting of the holders of preferred shares and of common shares for the election of directors, to be held at the place and upon the notice provided in the Bylaws of this Corporation for the holding of annual meetings. If such meeting shall not be so called within ten (10) days after personal service of the request, or within fifteen (15) days after mailing of the same by registered mail within the United States of America, then the record holders of at least ten percent (10%) of the preferred shares then outstanding may designate in writing one of their number to call such meeting, and the person so designated may call such meeting at the place and upon the notice above provided, and for that purpose shall have access to the stock books of this Corporation. At any meeting so called or at any annual meeting held while the holders of the preferred shares have the voting power to elect a majority of the Board of Directors, the holders of a majority of the then outstanding preferred shares present in person or by proxy shall be sufficient to constitute a quorum for the election of directors as herein provided. The terms of office of all persons who are directors of this Corporation at the time of such meeting shall terminate upon the election at such meeting by the holders of the preferred shares of the number of directors they are entitled

to elect, and the persons so elected as directors by the holders of the preferred shares, together with such persons, if any, as may be elected as directors by the holders of the common shares, shall constitute the duly elected directors of this Corporation. In the event the holders of the common shares fail to elect the number of directors which they are entitled to elect at such meeting, additional directors may be appointed by the directors elected by the holders of preferred shares.

Whenever the holders of the preferred shares shall be divested of such voting powers as hereinabove in this paragraph (d) provided, the term of office of all persons who are at the time directors of this Corporation shall terminate upon the election of their successors by the holders of the common shares.

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 Florida; 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 Board of Directors of the Corporation is five (5), 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:

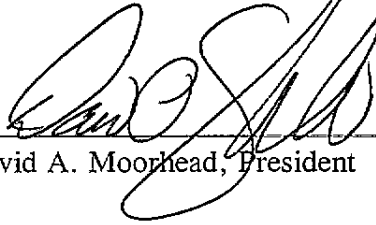
David A. Moorhead - 2440 Edison Blvd., Twinsburg, Ohio 44087
Frédric T. Pratt - 2440 Edison Blvd., Twinsburg, Ohio 44087
John E. Lawrence - 2440 Edison Blvd., Twinsburg, Ohio 44087
David W. McGrath - 275 Riverside Drive, Ormond Beach, Florida 32176
James Miller - 1600 Airport Road, Waukesha, Wisconsin 53186

ELEVENTH: The name and address of each incorporator is:

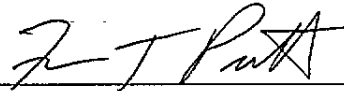
Deborah L. Soboslay - 6055 Rockside Woods Blvd., #200, Cleveland, OH 44131
Constance M. Kata - 6055 Rockside Woods Blvd., #200, Cleveland, OH 44131
Keith A. Vanderburg - 6055 Rockside Woods Blvd., #200, Cleveland, OH 44131

IN WITNESS WHEREOF, the said David A. Moorhead, President, and Fredric T. Pratt,
Treasurer of Southern Commercial Roofing Systems, Inc., have hereunto subscribed their names
this 15th day of December, 1997.

OFFICERS OF SOUTHERN COMMERCIAL
ROOFING SYSTEMS, INC.

A large, stylized handwritten signature in black ink, appearing to read 'D. Moorhead', written over a horizontal line.

David A. Moorhead, President

A handwritten signature in black ink, appearing to read 'F. T. Pratt', written over a horizontal line.

Fredric T. Pratt, Treasurer