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**GIFFORD ROOFING INCORPORATED**

2835 Second Street  
Mulberry, Florida 33860  
941-425-4195

Department of Secretary of State  
Division of Corporations  
New Filing Section  
P.O. Box 6327  
Tallahassee, Florida 32314

FILED  
97 OCT 31 PM 1:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: GIFFORD ROOFING INCORPORATION

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$122.50 for filing fees of the corporation and registered agent and for a certified copy.

Please return to me the incorporation documents at the address above.

Respectfully,

*Richard Alan Gifford*

Richard Alan Gifford  
President

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## GIFFORD ROOFING INCORPORATED

2835 Second Street  
Mulberry, Florida 33860  
941-425-4195

October 10, 1997

Department of Secretary of State  
Division of Corporations  
New Filing Section/Freida Chesser  
P.O. Box 6327  
Tallahassee, Florida 32314


FILED  
97 OCT 31 PM 1:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: GIFFORD ROOFING INCORPORATION

Dear Ms Chesser:

Enclosed are my amended Articles of Incorporation showing that there is one share of stock with myself as the principal owner as directed.

Sincerely,

  
Richard Alan Gifford,  
President

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97 OCT 31 PM 1:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Articles of Incorporation  
**GIFFORD ROOFING INCORPORATED**

2835 Second Street  
Mulberry, Florida 33860  
President, Richard Alan Gifford

## ARTICLES OF INCORPORATION

1. The name of the corporation shall be: **GIFFORD ROOFING INCORPORATED.**

2. The principal place of business and mailing address of the corporation is:

2835 Second Avenue  
Mulberry, Florida 33860

3. There shall be one share of stock with the principal owner being Richard Alan Gifford

4. The registered agent of the corporation is:

**Sheri Lee Gifford**  
2835 Second Avenue  
Mulberry, Florida 33860

5. The initial Board of Directors shall have two (2) members whose names and addresses are as follows:

**President: Richard Alan Gifford**  
2835 Second Avenue  
Mulberry, Florida 33860

**Vice President/Treasurer: Sheri Lee Gifford**  
2835 Second Avenue  
Mulberry, Florida 33860

The number of directors may be raised or lowered by amendment of the bylaws of the corporation but shall in no case be less than two.

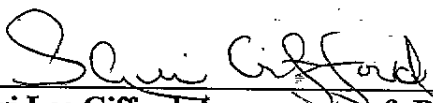
6. The incorporator of this corporation is: Richard Alan Gifford whose street address is 2835 Second Avenue, Mulberry, Florida 33960.

Dated 10-30-97

  
Richard Alan Gifford, Incorporator

Having been named as registered agent and to accept the service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.

Dated 10-30-97

  
Sheri Lee Gifford, Incorporator & Registered Agent

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97 OCT 31 PM 1:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Articles of Incorporation**  
**Gifford Roofing Corporation**  
A Florida Corporation

**ARTICLE 1-OFFICES**

The principal office of the Corporation shall be located in the City of Mulberry, and in the State of Florida. The Corporation may also maintain offices at such other places as the Incorporators or their successors shall so determine.

**ARTICLE 2-BOARD OF DIRECTORS**

Section 1-Board of Directors: The number of the Board of Directors of Gifford Roofing Incorporated shall be two(2). This number may be increased but shall in no case be less than two(2). The Board of Directors shall consist of the President and the Vice President/Treasurer. Each Director shall hold office until death, resignation, or removal by a Court of jurisdiction. In the event of the death of either of the Directors, the right of survivorship shall prevail as to the validity of ownership of the assets of the Corporation.

Section 2-Duties and Powers: The Board shall be responsible for the control and management of the affairs, property and interests of the Corporation, and may exercise all powers of the Corporation, except as limited by statute.

Section 3-Chairman/President: The President shall also act as the Chairman of the Corporation. All meetings of the Board of Directors shall be called by the Chairman/President and he shall preside over all business that may be at hand. In the event of the death, resignation, or removal of the Chairman/President, the Vice-President/Treasurer shall automatically become Chairman and President of the Corporation.

Section 4-Quorum: At all meetings of the Corporation a quorum shall consist of both Directors or two thirds of the Directors if the number be increased to more than two (2).

Section 5-Liability: All actions of the incorporators or their employees or agents shall be considered acts of the Corporation and their individual and personal assets shall be exempt from Corporate liability and damages.

**ARTICLE 3-OWNERSHIP**

Section 1- Assets: The assets of the Corporation shall be jointly owned by the incorporators and managed by the President at all times. The Incorporators shall have the power to acquire by purchase or otherwise, real and or personal property, for the benefit of the Corporation and to dispose of the same.

Section 2-Dissolution: In the event this Corporation shall be dissolved by operation of law or by the incorporators whether voluntarily or involuntarily, the assets shall first be liquidated to pay all out standing debts of the Corporation. Any and all other assets shall be owned jointly by the incorporators with the President having the full and sole power to dispose of the same at the value the market will bear. The proceeds shall enure to the incorporators. In the event the

incorporators are in disagreement over the proceeds, the President shall receive one third for his share and an additional one third for the management and disposal of the assets.

#### **ARTICLE 4-OFFICERS**

Section 1-Officers: The officers of the Corporation shall consist of a President and a Vice-President/Treasurer, and such other officer as the Board may determine are needed from time to time. All officers of the Corporation other than the Vice-President/Treasurer shall be appointed by the President without qualification or without need of approval by the remainder of the Directors.

Section 2-Resignation: Any Director or Officer may resign at any time by giving a written notice of this intent to any Director of the Corporation. Such resignation shall become effective the moment of receiving this written and notarized document.

Section 3-Compensation: The Directors of the Corporation shall be entitled to such compensation as the Board shall determine from time to time.

Section 4-Management: The management and oversight of the Corporation shall be in the hands of the President.

#### **ARTICLE 5-BOOKS RECORDS AND REPORTS**

Section 1-Annual Report: The President shall be responsible to file such annual report with the Secretary of State as required by law and pay such fees as may be assessed. Such report shall include all the information required by the State of Florida for Corporations for profit.

Section 2-Permanent Records: The Corporation shall keep current and maintain correct records of the accounts, assets, and business of the Corporation. Any and all such records are considered private property and free from search and seizure except by warrant as provided by law. Upon presentation of any warrant for release of the records of this Corporation, the President shall have benefit of Counsel prior to the voluntary release of the same.

#### **ARTICLE-6 SHARES AND STOCK**

There is one share of stock in the Corporation. The principal owner is Richard Alan Gifford, his heirs, or assigns.

#### **ARTICLE-7 FISCAL YEAR**

The fiscal year of the Corporation shall be the period selected by the Board of Directors as the tax year of the Corporation for Federal Income tax purposes, this being from January 1, to December 31.

#### **ARTICLE -8 CORPORATE SEAL**

The Board of Directors may adopt, use, and modify a Corporate seal or logo. Failure to affix the seal or logo to Corporate documents shall not affect the validity of such document.

### ARTICLE -9 AMENDMENTS

The Articles of Incorporation may be amended by the Directors as provided by Florida Statutes. These bylaws may be amended by the Board of Directors. Amended bylaws shall become effective immediately and must be filed with the Secretary of State within ninety (90) days.

### ARTICLE 10-INDEMNIFICATION

Any Director, Officer, employee, or agent of the Corporation shall be indemnified to the full extent allowed by the laws of the State of Florida for any act, deed, work, or otherwise approved conduct authorized by the President of the Corporation.

Certified to be the bylaws of the GIFFORD ROOFING CORPORATION as adopted by the Board of Directors this 30<sup>th</sup> day of October 1997.

Richard Alan Gifford  
Richard Alan Gifford, President/Director

Sheri Lee Gifford  
Sheri Lee Gifford, Vice-President/Treasurer/Director

FILED  
97 OCT 31 PM 1:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### NOTARY

For the purpose of creating a Corporation in the State of Florida, the following individuals who are named in the incorporation documents and bylaws herein: RICHARD ALAN GIFFORD and SHERI LEE GIFFORD, well known to me to be the persons named herein, personally appeared before me as a Notary of the State of Florida, this 30<sup>th</sup> day of October 1997, and produced their Florida Driver's Licenses as identification. The incorporators affirmed that they are the persons herein named and acknowledge the same before me below in my presence:

Richard Alan Gifford  
President/Director, Richard Alan Gifford

Sheri Lee Gifford  
Vice-President/Treasurer/Director, Sheri Lee Gifford

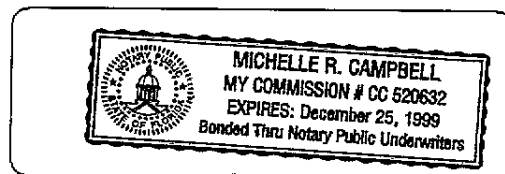
Michelle R. Campbell  
Signature of Notary Public

MICHELLE R CAMPBELL  
Printed name of Notary Public

My Commission expires 12/25/99

Mr. Gifford produced FDL # G163-741-71428-0  
Exp 11-28-97

Mrs. Gifford produced FDL # G163-792-73-791-0  
Exp 08-11-00



Official Seal of the Notary Public