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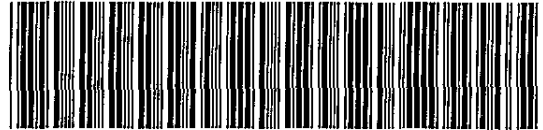
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FILED  
03 JAN 10 PM 4:00  
CLERK OF STATE  
TALLAHASSEE, FLORIDA



Law Office of

John L. Maloney, P.A.

Attorney at Law

FILED  
03 JAN 10 PM 4:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

January 6, 2003

Secretary of State  
Bureau of Corporate Records  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Amendment to Articles of Incorporation for  
Tropical Roofing, Inc.

Dear Sir:

Enclosed please find the original and one copy of the Amended Articles of Incorporation of the above named corporation. Also enclosed is a check in the amount of \$46.75 for filing and certified copy.

Please process this at your earliest convenience and return the certified copy of the Amended Articles of Incorporation in the enclosed self-addressed, stamped envelope.

If you have any questions, please do not hesitate to call.

Very truly yours,

*John L. Maloney*

John L. Maloney, Esquire

JLM:caj  
Enclosures  
cc:

35.00  
8.75  
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\$ 43.75

AMENDED AND RESTATED ARTICLES OF INCORPORATION  
FOR TOPICAL ROOFING, INC.

FILED  
03 JAN 10 PM 4:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

By action of all the shareholders entitled to vote thereon at a specially called meeting of the shareholders held 12/27/2002 at the corporate offices of Tropical Roofing, Inc., (the "Corporation") it was resolved and approved as of 12/27/2002 by a majority of the shareholders entitled to vote thereon to amend the Articles of Incorporation of the Corporation in toto. There is only one classification of stock for the Corporation and a sufficient number of votes for the amendment to the Articles of Incorporation were made by the shareholders and approved by the Directors.

Prior to this amendment one hundred shares of common stock had been issued to Michael S. Melcher and ninety-six shares of common stock had been issued to Jeffrey A. Smith. Following the amendment, 1000 shares of common stock will be issued to Michael S. Melcher and 1000 shares of common stock will be issued to Jeffrey A. Smith in exchange for the earlier issued shares of common stock, which shall be retired. Both shareholders have consented to these amendments and to the exchange of their stock.

The amendment to the Articles of Incorporation cancels the Articles of Incorporation initially filed with the State of Florida and the amended Articles filed November 29, 2000, and replaces them with the Amended and Restated Articles of Incorporation annexed hereto.

Tropical Roofing, Inc.

By:

Michael Melcher  
Michael Melcher, President,  
Director, Shareholder

By:

Jeffrey Smith Corporate  
Secretary, Director, Shareholder  
Treasurer *MSM* *J.V.*

(Corporate seal)

AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
TROPICAL ROOFING, INC.

FILED  
03 JAN 10 PM 4:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of the Corporation is TROPICAL ROOFING, INC. whose business address shall be 12350 South Belcher Road, Bldg. 2-B, Largo, Florida 33773

ARTICLE II

DURATION

This Corporation shall exist perpetually, commencing as of the date of acceptance and filing of the original Articles of Incorporation by the Department of State of Florida.

ARTICLE III

PURPOSES

This Corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of \$.01 par value common stock. All shares of the Corporation earlier issued and outstanding or redeemed shall be retired and new shares

shall be issued as follows:

Michael S. Melcher	1000 shares common stock
Jeffrey A. Smith	1000 shares common stock

#### ARTICLE V

##### REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of this Corporation is 12350 South Belcher Road, Bldg. 2-B, Largo, Florida, 33773. The name of the registered agent of this Corporation at that address is Michael S. Melcher.

#### ARTICLE VI

##### BOARD OF DIRECTORS

This Corporation shall have two (2) Directors. The number of Directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than two (2) nor more than five (5). The names and addresses of the Directors of this Corporation are:

Michael S. Melcher, 503 Crystal Drive, Madeira Beach, Fl. 33708  
Jeffrey A. Smith, P.O. Box 1112, Crystal Beach, Florida 34681

#### ARTICLE VII

##### RIGHTS OF NAMED DIRECTORS

Each of the Directors named above, so long as not in default of his/her fiduciary duty owed to the Corporation, nor in material default of any Shareholder Agreement or Employment Contract with the Corporation executed by the Director, shall have the right to be a Director of the Corporation as long as that respective

Director is a Shareholder of the Corporation. By acquiring stock in this Corporation, each Shareholder agrees to abide by this right and to elect each of the Directors named in these Amended Articles of Incorporation to the office of Director as long as that Director is a Shareholder of the Corporation. This Article may not be amended in any way without the written consent of each of the named Directors who is a Shareholder of the Corporation at the time of the Amendment. Each named Director reserves the right to waive acting as a Director for the Corporation, and once waived, this Article shall no longer be effective as to that Director.

#### ARTICLE VIII

##### SALE OF CORPORATE ASSETS

The Corporation may not sell, assign, convey or otherwise dispose of a substantial portion of its assets out of the ordinary course of its business unless approval is first given by the Shareholders by a vote of at least two-thirds of the shares entitled to vote thereon approving such sell, assignment, conveyance or other disposition.

#### ARTICLE IX

##### INDEMNIFICATION

The Corporation shall indemnify any officer or Director, or any former officer or Director, to the full extent permitted by law.

## ARTICLE X

### INCORPORATOR(S)

The incorporator of the Corporation as stated in the original Articles of Incorporation and his current address are:

Michael S. Melcher, 503 Crystal Drive, Madeira Beach, Fl. 33708.

## ARTICLE XI

### COMPENSATION FOR OFFICERS

Until rescinded by vote of a majority of the Shareholders, the Board of Directors of the Corporation shall be entitled to fix officers' salaries and other compensation whether or not any one or more officer also serves as Director of the Corporation.

## ARTICLE XII

### SHAREHOLDER RESCISSION NOTICE

The Corporation shall not sell shares of stock in the Corporation to five or more persons without giving the fifth and each successive purchaser a notice of their right to rescind the purchase within three days after the first tender of consideration for the purchased shares pursuant to Florida Statute §517.061 (11) (a) (5).

## ARTICLE XIII

### SHAREHOLDER ACTION

The holders of not less than two-thirds of the issued and outstanding shares of the voting stock of the Corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the Bylaws. The Bylaws to the Corporation may



provide that at least two-thirds vote of the Shareholders is required for any specific action.

#### ARTICLE XIV

##### PREEMPTIVE RIGHTS

Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting

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the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

#### ARTICLE XV

##### LONG-TERM EMPLOYMENT CONTRACT

The Board of Directors may authorize the Corporation to enter into employment contracts with any executive officer for periods longer than one year, and any charter or Bylaw provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under such contracts.

#### ARTICLE XVI

##### CUMULATIVE VOTING

At each election for Directors every Shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of Directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates. The provisions of this Article are subject to compliance with the provisions of Article VII.

#### ARTICLE XVII

##### AMENDMENT BY BOARD OF DIRECTORS

The Board of Directors shall have no authority to alter or amend the Articles of Incorporation unless consent is first given by the Shareholders voting at least two-thirds of the shares entitled to vote thereon approving the amendment.

## ARTICLE XVIII

### AMENDMENT BY SHAREHOLDERS

The Shareholder(s) reserve(s) the right to amend or repeal any provision(s) contained in these Amended Articles of Incorporation, or any further amendment hereto, by vote of at least two-thirds of the shares entitled to vote thereon approving the amendment, and any right conferred by law to the Shareholders is subject to this provision.

## ARTICLE XIX

### ANNUAL EVALUATION OF STOCK

On or before April 1 of each year, the Corporation, if conducting business in Florida, shall give its Florida stockholders of record as of the preceding December 31 a written notice reflecting the just value of each class of its stock subject to an annual tax under Chapter 199 Florida Statutes.

## ARTICLE XX

### INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the Corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the Bylaws.

## ARTICLE XXI

### "S" ELECTION RESTRICTION

Each Shareholder, by acquiring shares of any class of stock in the Corporation, agrees to so vote his shares as to cause the

Corporation to be taxed as an "S" Corporation and to not sell, convey or assign any of said acquired shares of stock to any person or entity which would cause loss of an "S" Corporation election under the provisions of the Internal Revenue Code unless a majority of the Shareholders shall approve the loss of an "S" Corporation election.

IN WITNESS WHEREOF, the undersigned executes these Amended Articles of Incorporation this 27<sup>th</sup> day of December, 2002.

Michael S. Melcher  
Michael S. Melcher, President

Jeffrey A. Smith, Secretary Treasurer,  
Vice-President, M8M  
/i/

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing Amended and Restated Articles of Incorporation were acknowledged before me this 27<sup>th</sup> day of December, 2002, by Michael S. Melcher and Jeffrey A. Smith, who are personally known to me or who respectively have produced \_\_\_\_\_ and \_\_\_\_\_ as identification and who did/did not take an oath.

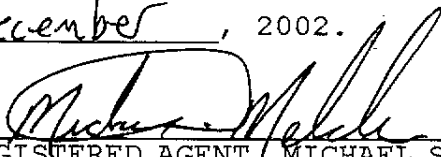
Janice H. Mellnick-Dooly  
Printed Name:  
Notary Public  
Serial Number, if any:



ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of Tropical Roofing, Inc. which is contained in the foregoing Amended Articles of Incorporation. I am familiar with, and accept the obligations of that position.

Dated this 27<sup>th</sup> day of December, 2002.

  
REGISTERED AGENT, MICHAEL S. MELCHER