

P99000002817

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

MD Barn of Florida, Inc.

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-09/01/00--01054--005  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

File 3<sup>rd</sup>

COULLIETTE SEP - 1 2000

Signature \_\_\_\_\_

Requested by: cm 9/1 10:25

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

☒ Art of Inc. File \_\_\_\_\_

\_\_\_\_ LTD Partnership File \_\_\_\_\_

\_\_\_\_ Foreign Corp. File \_\_\_\_\_

\_\_\_\_ L.C. File \_\_\_\_\_

\_\_\_\_ Fictitious Name File \_\_\_\_\_

\_\_\_\_ Trade/Service Mark \_\_\_\_\_

☒ Merger File \_\_\_\_\_

☒ Art. of Amend. File Photo

\_\_\_\_ RA Resignation \_\_\_\_\_

\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_

\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_

☒ Cert. Copy \_\_\_\_\_

☒ Photo Copy \_\_\_\_\_

\_\_\_\_ Certificate of Good Standing \_\_\_\_\_

\_\_\_\_ Certificate of Status \_\_\_\_\_

\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_

\_\_\_\_ Corp Record Search \_\_\_\_\_

\_\_\_\_ Officer Search \_\_\_\_\_

\_\_\_\_ Fictitious Search \_\_\_\_\_

\_\_\_\_ Fictitious Owner Search \_\_\_\_\_

\_\_\_\_ Vehicle Search \_\_\_\_\_

\_\_\_\_ Driving Record \_\_\_\_\_

\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_

\_\_\_\_ UCC 11 Search \_\_\_\_\_

\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_

\_\_\_\_ Courier \_\_\_\_\_

FILED  
SEP - 1 PM 2:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
SEP - 1 AM 11:10  
TALLAHASSEE, FLORIDA

**RESTATED AND AMENDED ARTICLES OF  
INCORPORATION OF  
MD BARNS OF FLORIDA, INC.  
a Florida corporation**

**To: Department of State  
Tallahassee, Florida 32314**

Pursuant to the provisions of Section 607.1007 of the Florida Statutes, the undersigned corporation, pursuant to a resolution duly adopted by its board of directors, adopts the following restated and amended articles of incorporation:

1. **NAME:** The name of the corporation is MD BARNS OF FLORIDA, INC. The principal office of said Corporation shall be 675 Old Berkley Road, Auburndale, Florida 33823, and the mailing address of said Corporation shall be the same.

2. **DURATION:** The period of its duration is perpetual.

3. **PURPOSE:** The purpose of the corporation is to construct and sell prefabricated barns and buildings and to engage in any activities or business permitted under the laws of the United States and Florida.

4. **CAPITAL STOCK:** The corporation is authorized to issue 100,000 shares, all of one class, at \$1.00 par value.

5. **REGISTERED OFFICE AND AGENT:** The name and address of the registered agent and office of this corporation is as follows:

|              |                                                         |
|--------------|---------------------------------------------------------|
| Lori Johnson | 1503 Auburn Oaks Boulevard<br>Auburndale, Florida 33823 |
|--------------|---------------------------------------------------------|

6. **BOARD OF DIRECTORS:** This corporation shall have three (3) directors initially. The number of directors may either be increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law.

The name and address of the directors of this corporation are:

|                 |                                                         |
|-----------------|---------------------------------------------------------|
| Mary Lou Knapp  | 4345 Doral Court<br>Lakeland, Florida 33801             |
| Martin V. Knapp | 1505 Auburn Oaks Boulevard<br>Auburndale, Florida 33823 |
| Lori Johnson    | 1503 Auburn Oaks Boulevard<br>Auburndale, Florida 33823 |

7. **OFFICERS:** The officers of this corporation are:

|            |                 |
|------------|-----------------|
| President: | Martin V. Knapp |
|------------|-----------------|

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Vice President/Secretary:**

**Lori Johnson**

**Treasurer:**

**Mary Lou Knapp**

**8. CUMULATIVE VOTING:** In any election of directors by the shareholders, each shareholder of record shall have the right to cumulate his shares and to give one candidate as many votes as the number of directors to be elected multiplied by the number of shares equals, or to distribute them on the same principle among as many candidates as he sees fit, provided however, that notice shall be given by any shareholder to the President or a Vice President of the corporation not less than twenty-four (24) hours before the time fixed for the holding of the meeting for the election of directors that he intends to cumulate his votes at such election. This right to vote cumulatively shall not be further restricted or qualified by any provision in the bylaws of this corporation.

**9. PRE-EMPTIVE RIGHTS:** Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

**10. AMENDMENT OF ARTICLES:** This corporation reserves the right to amend or appeal any provisions in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

The restated articles of incorporation primarily restate and integrate the provisions of the corporation's original articles of incorporation and also contain certain amendments which were adopted by pursuant to the Florida Statutes. There is no discrepancy between the corporation's original articles of incorporation and the provisions of the restated articles of incorporation other than the inclusion of amendments adopted pursuant to Florida Statutes.

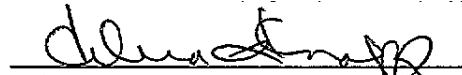
IN WITNESS WHEREOF, the undersigned board of directors have executed these Restated and Amended Articles of Incorporation this 30<sup>th</sup> day of December, 1999.

  
Lori Johnson

STATE OF FLORIDA  
COUNTY OF POLK

BEFORE ME, the undersigned authority, personally appeared Lori Johnson, known to me to be the person who executed the foregoing Restated and Amended Articles of Incorporation, and she acknowledged to me that she executed such instrument.

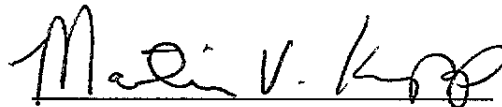
IN WITNESS WHEREOF, I hereunto set my hand and official seal this 30<sup>th</sup> day of December, 1999.

  
NOTARY PUBLIC, STATE OF  
FLORIDA

(SEAL)



DEBRA L. KNAPP  
Notary Public, State of Florida  
My Comm. Exp. Mar. 24, 2003 My Commission Expires:  
Comm. No. CC 820692

  
Martin V. Knapp

STATE OF FLORIDA  
COUNTY OF POLK

BEFORE ME, the undersigned authority, personally appeared Martin V. Knapp, known to me to be the person who executed the foregoing Restated and Amended Articles of Incorporation, and he acknowledged to me that he executed such instrument.

IN WITNESS WHEREOF, I hereunto set my hand and official seal this 30<sup>th</sup> day of December, 1999.

  
NOTARY PUBLIC, STATE OF  
FLORIDA

(SEAL)



DEBRA L. KNAPP  
Notary Public, State of Florida  
My Comm. Exp. Mar. 24, 2003  
Comm. No. CC 820692

My Commission Expires:

Mary Lou Knapp  
Mary Lou Knapp

STATE OF FLORIDA  
COUNTY OF POLK

BEFORE ME, the undersigned authority, personally appeared Mary Lou Knapp, known to me to be the person who executed the foregoing Restated and Amended Articles of Incorporation, and she acknowledged to me that she executed such instrument.

IN WITNESS WHEREOF, I hereunto set my hand and official seal this 30<sup>th</sup> day of December, 1999.

Debra L. Knapp  
NOTARY PUBLIC, STATE OF  
FLORIDA

(SEAL)

My Commission Expires:



DEBRA L. KNAPP  
Notary Public, State of Florida  
My Comm. Exp. Mar. 24, 2003  
Comm. No. CC 820692