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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)



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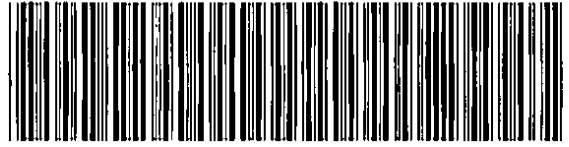
(Business Entity Name)

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SEP 28 2020

DIXIE DAIMWOOD
MICHAEL P. DICKEY +
DAVISSON F. DUNLAP, JR.
DAVISSON F. DUNLAP, III *
MICHAEL J. HENRY
LANA A. HILLIS
ROBERT L. KAUFFMAN + ^
DAVID H. MILAM
ASHLEY B. ROGERS ** + ^
GARY A. SHIPMAN +
CHRISTINE SUTHERLIN † ^
AARON A. WHITE*
WILLIAM E. WHITNEY

BOARD CERTIFIED - CONSTRUCTION LAW *
BOARD CERTIFIED - REAL ESTATE **
CERTIFIED CIRCUIT COURT MEDIATOR +
FL LICENSED CPA & LL.M (TAXATION) †
ALSO ADMITTED IN AL ^



PLANNING & DEVELOPMENT CONSULTANT:
MELISSA WARD (NOT ADMITTED TO FL
BAR)

OF COUNSEL:
KRISTIN A. GARDNER

2063 S. COUNTY HWY 395
SANTA ROSA BEACH, FL 32459
PHONE: 850-231-3315
FACSIMILE: 850-231-5816

2065 THOMASVILLE ROAD, SUITE 102
TALLAHASSEE, FLORIDA 32308
PHONE: 850-385-5000
FACSIMILE: 850-385-7636

PLEASE REPLY TO: TALLAHASSEE OFFICE

September 25, 2020

HAND DELIVER

Amendment Section
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: B & T Fencing, Inc. (Document No.: P99000074570)
Second Amended and Restated Articles of Incorporation

Dear Sir or Madam:

Please see attached the following documents and fee which are being submitted for filing:

1. Second Amended and Restated Articles of Incorporation of B & T Fencing, Inc.
2. Certificate of Unanimous Approval and Consent by Shareholders and Directors to the Second Amended and Restate Articles of Incorporation for B & T Fencing, Inc.

We are also enclosing our check in the amount of \$35.00 representing payment for the filing fee.

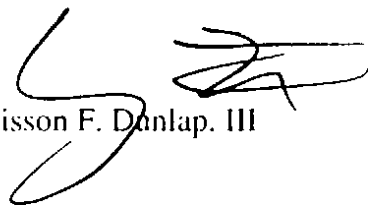
Note that this was originally sent on July 14, 2020, our filing fee check cashed on July 28, 2020 and we have not yet received any indication that this has been filed.

Please return all correspondence concerning this matter to the following:

Davisson F. Dunlap, III, Esq.
2065 Thomasville Rd., Suite 102
Tallahassee, FL 32308
davissoniii@dunlapshipman.com

For further information concerning this matter, please contact me.

Sincerely,


Davisson F. Dunlap, III

DFD/jte
Encls

**Second Amended and Restated
Articles of Incorporation
of
B&T Fencing, Inc.**

ARTICLE I. NAME

The name of this corporation (which is hereinafter called "the Corporation") and the address of its initial office shall be:

B & T FENCING, Inc.
Physical Address:

5159 Woodlane Circle
Tallahassee, FL 32303

Mailing Address:

5159 Woodlane Circle
Tallahassee, FL 32303

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ARTICLE II. PURPOSE

The purposes for which the Corporation is formed are:

- (a) To install commercial and residential fencing, including fencing of correctional facilities (including without limitation, jails, prisons, detention facilities and penitentiaries);
- (b) To have one or more offices in the State of Florida or in any other state, territory or country; to carry on any and all of the operations and businesses of said Corporation without restriction or limit; to incur indebtedness; and to purchase or otherwise acquire, hold, own, lease, mortgage, sell, convey or otherwise dispose of real or personal property or both of every class and description;
- (c) To have one or more divisions and to operate said division(s) under one or more fictitious names;
- (d) To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act (hereinafter "the Act"); and/or
- (e) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing, as the foregoing activities are merely examples and not limitations; and nothing herein shall be deemed as prohibiting the corporation from extending its activities to any related or otherwise lawful business.

ARTICLE III. DURATION

The Corporation shall have perpetual existence.

ARTICLE IV. CAPITAL STOCK

Section 1. The aggregate number of shares which the Corporation is authorized to issue is one million (1,000,000) shares of common stock. Such shares shall be of a single class, and shall have a par value of \$1.00 per share.

Section 2. Effective as of July 10 2020, the Corporation has only one (1) shareholder, whose name, address, and ownership interest is as follows:

<u>Name/Address</u>	<u>Number of Shares Owned</u>	<u>Ownership Interest</u>
Ryan E. Boyett	1,000	100%

Thus, the Corporation now has 1,000,000 authorized shares, 1,000 shares issued and outstanding and -0- treasury shares.

ARTICLE V. BOARD OF DIRECTORS and OFFICERS

Section 1. The Board of Director(s) of the Corporation shall conduct the affairs of the Corporation and shall consist of one or more directors, all of whom shall be stockholders of the Corporation, with the exact number specified in or fixed in accordance with the Bylaws of the Corporation, as amended from time to time. Directors must be natural persons who are eighteen years of age or older, but need not be residents of the State of Florida.

Section 2. Unless otherwise provided for a greater percentage by law or the Bylaws, a quorum at a meeting of the Board of Directors shall consist of all of the prescribed number of directors as determined under the Bylaws.

Section 3. The current Board of Directors of the Corporation, shall consist of one (1) member:
RYAN E. BOYETT

The current Board of Directors shall serve until successors have been elected and have qualified. Future corporate resolution(s), and/or annual report(s) filed with the Florida Department of State, shall be sufficient to evidence current Board of Directors, from time to time, to any third party, including lending institutions, without the necessity of amending these articles in the future.

Section 4. The current officers of the Corporation consist of the following:
President: RYAN E. BOYETT
Vice-President: RYAN E. BOYETT
Secretary/Treasurer: RYAN E. BOYETT

The aforesaid officers shall serve until successors have been elected and have qualified. Each officer shall have the authority and shall perform the duties, more fully set forth herein and in the bylaws; and to the extent not inconsistent with same, the duties prescribed by the Board of Directors.

Section 5. The President shall be the chief executive officer of the Corporation, and shall exercise general supervision and control over all activities of the Corporation. He may sign, with the Secretary or other officer duly authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments the execution of which has been authorized by the Board of Directors; and in general he/she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors.

Section 6. In the absence of the President or in the event of his inability or refusal to act, the Vice-President shall perform the duties of the President and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice-President shall perform such additional duties as may from time to time be assigned to him/her by the President or by the Board of Directors.

Section 7. The Secretary shall keep the minutes of meetings of the shareholders and of the Board of Directors; see that all notices are duly given; be custodian of the corporate records and of the seal of the Corporation; keep a shareholders book containing the names and addresses of all shareholders of the Corporation; exhibit to any director or shareholder of the Corporation, or to his/her agent, or to any person or agency authorized by law to inspect them, at all reasonable times and on demand the bylaws, the corporate book, the minutes of any meeting, and the other records of the Corporation.

Section 8. The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors; and in general perform all duties incidental to the office of treasurer and such other duties as may from time to time be assigned to him/her by the President or the Board of Directors.

Section 9. The Bylaws for the Corporation may be made, altered, rescinded, or adopted by resolution of the Board of Directors or as otherwise set forth in the Bylaws.

ARTICLE VI. PLACE OF BUSINESS; REGISTERED AGENT

Section 1. The principal place of business for the Corporation shall be located at 5159 Woodlane Circle, Tallahassee, FL 32303, but the Corporation may establish and maintain its principal office at such other place within the State of Florida as may be determined by the Board of Directors consistent with the Act as the same is then in effect.

Section 2. The registered agent and office shall be:

Davisson Dunlap III, Esquire
2065 Thomasville Rd.
Suite 102
Tallahassee, FL 32308

ARTICLE VII.

STOCK CERTIFICATES/RESTRICTIONS ON TRANSFER OF SHARES

Section 1. The Directors may prescribe a method for the issuance, recall and cancellation of stock certificates. If the Corporation purchases shares of stock from stockholders, each share shall be redeemed for a sum established by the Directors as set forth in the Bylaws.

Section 2. The Articles of Incorporation, the Bylaws, an agreement among shareholders, or an agreement between shareholders and the Corporation may impose restrictions on the transfer or registration of transfer of shares of the Corporation.

ARTICLE VIII.

AFFILIATED TRANSACTIONS/INDEMNIFICATION

Section 1. No contract or other transaction between the Corporation and any other corporation in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the Directors of the Corporation is or are interested in, or is a Director or officer, or are Directors or officers of such other corporation, and any Director or Directors, individual or jointly, may be a party or parties, to, or may be interested in any such contract or transaction of the Corporation or in which the Corporation is interested, and no contract, act or transaction of the Corporation with any person or persons, firm or corporation in the absence of fraud, shall be affected or invalidated by the fact that any Director or Directors of the Corporation is a party or are parties to or interested in such contract, act or transaction, or is in any way

connected with such person or persons, firm or corporation, and each and every person who may become a Director of the Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the Corporation for the benefit of himself/herself or any firm, association or corporation in which he/she may be interested. Any Director of the Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or controlled company without regard to the fact that he/she is a Director of such subsidiary or controlled company.

Section 2. The Corporation shall indemnify, including advancement of expenses, any and all of its Directors or officers and former Directors and officers, and any person who may have served at its request as a Director or officer of another corporation in which it owns shares of capital stock, or of which it is a creditor against the expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceedings in which they or any of them are made parties by reason of being or having been Directors or officers of the Corporation, or of such other corporation, except in relation to matters as to which any such Director or officer, or former Director or officer or person, shall be adjudged in such action, suit or proceedings to be liable for negligence or misconduct in the performance of duty. Such indemnification shall be to the fullest extent now or hereinafter permitted by law, these Articles, the Bylaws, or by contract, whichever is greater and shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the Bylaws, agreement, vote of stockholders or otherwise.

ARTICLE IX.

AMENDMENT/SHAREHOLDERS VOTING AND QUORUM

Section 1. These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting whereby the votes cast in favor exceed those voting in opposition, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All proposed amendments to the Articles of Incorporation shall be provided to each stockholder no less than thirty (30) days prior to the meeting of stockholders at which the amendment will be considered.

Section 2. Unless otherwise provided for a greater percentage by law or the Bylaws, a quorum at a meeting of the shareholders shall consist of one-third (1/3) of the shareholders entitled to vote.

ARTICLE X.

PROHIBITION AGAINST PREEMPTIVE RIGHTS

Unless otherwise determined by the Board of Directors, the shareholders of the Corporation shall have no preemptive right to acquire any unissued or treasury shares, or securities, regardless of type or class, of the Corporation.

ARTICLE XI. FINANCIAL STATEMENTS

Unless otherwise determined by the Board of Directors, the requirement that the Corporation furnish each of its stockholders the latest annual financial statement or report as set forth in Section 607.1620, Florida Statutes, as from time to time amended, is hereby waived by the shareholders; and accordingly, shall not apply to this Corporation. Rather the Corporation shall, within thirty (30) days of delivery of a written request of any stockholder, furnish to such stockholder a copy of the most recent annual financial statement or report of the Corporation.

ARTICLE XII. EFFECTIVE DATE

Except as prohibited by law, the effective date of these second amended and restated articles shall be JULY 10, 2020.

IN WITNESS WHEREOF, the undersigned being the incorporator of this corporation and sole shareholder has executed these Articles of Incorporation, this 10 day of JULY, 2020.

Witnesses:

KEM

(signature)

KARA E. MURDOCK

(printed name)

5159 WOODLANE CIRCLE
TALLAHASSEE, FL 32303

(address)

Ryan E. Boyett

[Signature]

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[Signature]

(signature)

Leila Devoe

(printed name)

5159 WOODLANE CIRCLE
TALLAHASSEE, FL 32303

(address)

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, I hereby agree to act in this capacity at the place designated in the these Articles, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and my obligations of Sections 607.0501 and 607.0505, Florida Statutes.

Accepted by Registered Agent
Davisson Dunlap III

[Signature]

2065 Thomasville Rd., Ste. 102
Tallahassee, FL 32308

Date: 7-10-2020

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**CERTIFICATE OF UNANIMOUS APPROVAL
AND CONSENT BY SHAREHOLDERS AND DIRECTORS
TO THE SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION FOR
B & T FENCING, INC.**

WHEREAS, effective as of JULY 10 2020, RYAN E. BOYETT, formerly the shareholder holding 449 shares of stock and an officer and director of B & T FENCING, INC., (hereinafter "the Corporation"), which has only one class of stock (i.e., common stock), by order of the Circuit Court of the Second Judicial Circuit, in and for Leon County, Florida (Case # 2018 DA 3016), received the transfer and all right, title, and interest in and to 551 shares of the Corporation's stock from his former wife, ELISABETH R. BOYETT; and as a result, RYAN E. BOYETTE has become the sole shareholder of all issued and outstanding stock of the Corporation, and is the current holder of all 1,000 issued and outstanding shares of stock in the Corporation.

WHEREAS, because of this transaction, the shareholders, officers, and directors unanimously desire to revise the Corporation's Articles of Incorporation.

NOW, THEREFORE, pursuant to Sections 607.1001, 607.1003, 607.1006 and 607.1007, Florida Statutes, RYAN E. BOYETT, as the sole director, officer and shareholder of the Corporation, hereby certifies that a shareholder's/Board of Directors' meeting of the above-referenced corporation, **B & T FENCING, INC.**, (hereinafter "the Corporation") was held on JULY 10 2020, with all shareholders and directors present as indicated via the signatures of RYAN E. BOYETT to the SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION OF B & T FENCING, INC., a Florida for profit corporation, a true and complete copy of which is attached hereto as **Exhibit A**.

The aforesaid restated articles contain one or more amendments to The Corporation's Articles requiring stockholder approval, as set forth below:

(1) The name of the Corporation is B & T FENCING, INC., (and such was not changed by the amendments to the existing Articles of The Corporation).

(2) The restatement contains numerous and substantial amendments to the articles as a result of transfer of control of the Corporation; as such, the shareholders simply elected to revise the articles in their entirety. Accordingly, a text of the amendments would deter, and not assist, the amendment process and hence it is both easier and more informative to place side-by-side the first AMENDED AND RESTATED ARTICLES OF INCORPORATION and the SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION to ascertain and compare the text of the amendments.

(3) No amendment involves the exchange, reclassification or cancellation of issued shares;

(4) The amendments were adopted on JULY 10, via the afore-referenced restatement.

(5) The amendments adopted via the afore-referenced restatement were approved jointly by all the shareholders of record, which consists of only one voting group, and the Board of Directors on JULY 10 2020, by unanimous vote; as such, the number of votes cast for the amendments was sufficient for approval.

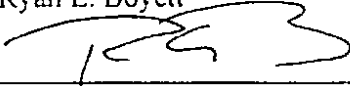
(6) The restated articles set forth in **Exhibit A** supersede the original Articles, as well as first amended and restated articles, and any and all amendments thereto.

The undersigned President and Secretary hereby certify that the foregoing is a true, correct, and complete summary of the adoption of the amendments to The Corporation's Articles resulting in the

attached SECOND RESTATED AND AMENDED ARTICLES OF INCORPORATION OF B & T FENCING, INC. (See Exhibit A, which is an exact copy of the Second Amended and Restated Articles.)

Done this 10 day of JUN, 2020.

Ryan E. Boyett



President/Secretary/Sole Shareholder

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