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Florida Department of State
Division of Corporations
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DIVISION OF CORPORATIONS

BASIC AMENDMENT

CASTLE BUILDERS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Amended & Restated

T BROWN FEB 28 2003



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

February 27, 2003

CASTLE BUILDERS, INC.
405 E. M.L.K, JR. DRIVE
SUITE 207
TARPON SPRINGS, FL 34689

SUBJECT: CASTLE BUILDERS, INC.
REF: P99000076115

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6880.

Karen Gibson
Document Specialist

FAX Aud. #: H03000065180
Letter Number: 603A00012707

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CASTLE BUILDERS, INC.**

FILED
03 FEB 27 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WHEREAS, the Articles of Incorporation of Castle Builders, Inc. were filed with and approved by the Secretary of State of the State of Florida on the 26th day of August, 1999; and

WHEREAS, it is the intention of all of the directors and all of the stockholders of Castle Builders, Inc. that the Articles of Incorporation of Castle Builders, Inc. be amended in accordance with the proposed amendment and restatement hereinafter set forth; and

WHEREAS, the proposed amendment and restatement hereinafter set forth was approved by all of the directors and all of the stockholders of Castle Builders, Inc. pursuant to the provisions of Florida Statutes on the 20 day of February, 2003; and

WHEREAS, the approval of the Secretary of State of the State of Florida of the proposed amendment and restatement hereinafter set forth is hereby requested.

NOW, THEREFORE, the Articles of Incorporation of Castle Builders, Inc. are hereby amended by amending and restating in its entirety the present entire Articles of Incorporation and by substituting therefor the following, to-wit:

**"AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CASTLE BUILDERS, INC.**

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I, the undersigned, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE 1.

Name

The name of this corporation shall be:
Castle Builders, Inc.

The principal office and mailing address of this corporation shall be:
Tarpon Tower #207
905 E. MLK Jr. Drive
Tarpon Springs, Florida 34689

ARTICLE 2.

Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE 3.

Purposes

The corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE 4.

General Powers

The corporation shall have power:

- (a) To sue and be sued, complain, and defend in its corporate name.
- (b) To have a corporate seal, which may be altered at will and to use it or a facsimile of it, by impressing or affixing it or in any other manner reproducing it.

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(c) To purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property or any legal or equitable interest in property wherever located.

(d) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, and otherwise dispose of all or any part of its property.

(e) To lend money to, and use its credit to assist, its officers and employees in accordance with Section 607.0833, Florida Statutes.

(f) To purchase, receive, subscribe for, or otherwise acquire; own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of; and deal in and with shares or other interests in, or obligations of, any other entity.

(g) To make contracts and guarantees, incur liabilities, borrow money, issue its notes, bonds, and other obligations (which may be convertible into or include the option to purchase other securities of the corporation), and secure any of its obligations by mortgage or pledge of any of its property, franchises, and income and make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting corporation; a corporation which owns, directly or indirectly, a majority of the outstanding stock of the contracting corporation; or a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding stock of the contracting corporation, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation, and make other contracts of guaranty and suretyship which are necessary or

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convenient to the conduct, promotion, or attainment of the business of the contracting corporation.

(h) To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment.

(i) To conduct its business, locate offices, and exercise the powers granted by law within or without this state.

(j) To elect directors and appoint officers, employees, and agents of the corporation and define their duties, fix their compensation, and lend them money and credit.

(k) To make and amend bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for managing the business and regulating the affairs of the corporation.

(l) To make donations for the public welfare or for charitable, scientific, or educational purposes.

(m) To transact any lawful business that will aid governmental policy.

(n) To make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the corporation.

(o) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, share bonus plans, share option plans, and benefit or incentive plans for any or all of its current or former directors, officers, employees, and agents and for any or all of the current or former directors, officers, employees, and agents of its subsidiaries.

(p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his or her death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

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(q) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity.

ARTICLE 5.
Capital Stock

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 10,000 shares with a par value of \$.01. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. The Board of Directors may authorize shares to be issued for consideration consisting of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the corporation. Before the corporation issues shares, the Board of Directors shall determine that the consideration received or to be received for shares to be issued is adequate. All stock when issued shall be paid for and shall be nonassessable.

(b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE 6.
Registered Office and Registered Agent

The street address of the corporation's registered office is 501 E. Kennedy Blvd., Suite 1700, Tampa, Florida 33602 and the name of the corporation's registered agent at such address is Cody W. Waters. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes.

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ARTICLE VII
Board of Directors

The number of directors constituting the Board of Directors shall be two (2), and the name and address of each person who is to serve as a member thereof is as follows:

<u>Name</u>	<u>Address</u>
Todd Weaver	<u>7204 Hideaway Trail</u> <u>Newport Ridge FL 34633</u>
Peter D. Urso	<u>4880 Jewell Terrace</u> <u>Palmdale Harbor FL 34685</u>

ARTICLE VIII
Incorporator

The name and address of the incorporator of this corporation is as follows:

<u>Name</u>	<u>Address</u>
Elsie Sanchez	343 Almeria Avenue Coral Gables, Florida 33134

ARTICLE IX
Amendment of Articles of Incorporation

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, this Amendment and Restatement of Articles of Incorporation is hereby executed on behalf of Castle Builders, Inc. by its President this 20 day of February, 2003.

CASTLE BUILDERS, INC.

By: 

Todd Weaver, President

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CERTIFICATE OF ACCEPTANCE

Having been named to accept service of process for the above-stated corporation, at the place designated in its Articles of Incorporation, I hereby agree to act in such capacity, and I am familiar with and accept, the obligations provided for in Section 607.0501(3), Florida Statutes.

Signature 
Cody W. Waters
Date 2/20/03

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