

099000079607

CAPITAL CONNECTION, INC.

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

American Building
Materials of Central
Florida, Inc.

2555
W99-20620

Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

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-09/07/99--01029--015

*****78.75 *****78.75

- ☒ 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 _____
- ____ 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
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP -8 PM 1:00

RECEIVED
99 SEP -7 AM 10:40
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP -8 PM 1:00

September 7, 1999

CAPITAL CONNECTION, INC.
417 E. VIRGINIA STREET #1
TALLAHASSEE, FL 32302

SUBJECT: AMERICAN BUILDING MATERIALS OF CENTRAL FLORIDA, INC.
Ref. Number: W99000020620

We have received your document for AMERICAN BUILDING MATERIALS OF CENTRAL FLORIDA, INC.. However, the document has not been filed and is being returned for the following:

The registered agent and street address must be consistent wherever it appears in your document.

Please return the original and one copy of 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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 899A00044205

RECEIVED
99 SEP -8 AM 8:21
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
CORRECTED

**ARTICLES OF INCORPORATION
OF
AMERICAN BUILDING MATERIALS OF CENTRAL FLORIDA, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP -8 PM 1:00

I, the undersigned, hereby form a corporation by and under the provisions of the statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE 1.

The name of the corporation shall be: **AMERICAN BUILDING MATERIALS OF CENTRAL FLORIDA, INC.**

ARTICLE 2.

The general nature of the business and the objectives and purposes proposed to be transacted and carried on are: to do any and all things herein mentioned as fully and to the same extent as natural persons might or could do, and all related activities, to have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced, to purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated, to sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets, to lend money to and use its credit to assist its officers and employees in accordance with Florida Statutes, to purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations or other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof, to make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income, to lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested, to conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state, to elect or appoint officers and agents of the corporation and define their duties and fix their compensation. To make and alter By-laws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation, to make donations for the public welfare or for charitable, scientific or educational purposes, to transact any lawful business which the board of directors shall find will be in aid of governmental policy, to pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans and other incentive plan for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries, to be a promoter, incorporator, partner, members, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise, to have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE 3.

The amount of capital stock authorized for the corporation is a maximum of one thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share, and which shall be issued as fully paid and nonassessable. The stock of this corporation shall be assigned, issued and transferred only in accordance with such By-laws as the corporation shall from time to time make, change or alter with a lien reserved in favor of the corporation upon all of its capital stock for any indebtedness which may at any time be due by the holder of the same unto the company.

ARTICLE 4.

Every shareholder, upon the sale for cash of any new stock of the corporation of the same kind, class or series, as to that which such shareholder already holds, shall have the right to purchase the shareholder's pro rata share thereof (as nearly as may be done without issuance of a fractional share) at the price at which it is offered to other.

ARTICLE 5.

This corporation shall have a perpetual existence unless sooner dissolved according to law.

ARTICLE 6.

The street address of the initial registered office of the corporation is 3010 Waterfield Circle, Lakeland, FL 33803, and the name of the initial registered agent of the corporation is Standish C. Crippen,

ARTICLE 7.

The principal place of business of the corporation is to be 3010 Waterfield Circle, Lakeland, FL 33803, with the privilege of having branch offices at other places within or without the State of Florida as may be designated.

ARTICLE 8.

The names and addresses of the officers of this corporation who shall hold office for the first year or until their successors are chosen and have qualified are as follows:

NAME AND ADDRESS

Standish C. Crippen
945 Wagner Place
Ft. Pierce, FL 34982

OFFICE

President/Secretary/Treasurer

ARTICLE 9.

The business of the corporation shall be managed and its corporate powers exercised by a Board of Directors of not less than one (1) nor more than four (4) directors, who shall be of full age and at least one shall be a citizen of the United States. The directors need not be stockholders. The names and addresses of each member of the first Board of Directors are as follows:

NAME AND ADDRESS

Standish C. Crippen
945 Wagner Place
Ft. Pierce, FL 34982

ARTICLE 10.

The names and street addresses of the subscribers of this certificate of Articles of Incorporation and the number of shares of stock which each agree to take are as follows:

<u>NAME AND ADDRESS</u>	<u>NO. OF SHARES</u>
Standish C. Crippen 945 Wagner Place Ft. Pierce, FL 34982	100

ARTICLE 11.

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors is expressly authorized:

To make and alter the By-Laws of this corporation;

To fix the amount to be reserved as working capital over and above the paid-in capital stock of this corporation;

To borrow money for the use of the corporation and to authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation;

If the By-Laws so provide, to designate two or more of its number to constitute an Executive Committee, which Committee shall, for the time being, as provided in said resolution or By-Laws of this corporation, have and exercise any or all of the powers of the Board of Directors in the management of the business and affairs of the corporation and have power to authorize the seal of this corporation to be affixed to all papers which may require it.

This corporation may in its By-Laws confer power upon its directors in addition to the foregoing and in addition to the powers and authorities conferred upon them by statute.

ARTICLE 12.

In case of loss or destruction of a certificate of stock, no new certificate shall be issued in lieu thereof, except upon satisfactory proof to the Board of Directors of such loss or destruction and upon the giving of satisfactory security by bond or otherwise against loss to the corporation. Any such new certificate shall be plainly marked "duplicate" upon its face.

ARTICLE 13.

No contract or other transaction between the corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the directors of this corporation is or are in, or is a director or officer, or are directors or officers of, such other corporation, and any director or directors individually or jointly may be a party or parties to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested, and no contract, act or transaction of this corporation with any person or person, firm or corporation, shall be affected or invalidated by the fact that any director or directors of this corporation is a party or are parties to, or interest in, such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become a director of this corporation is hereby contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested.

ARTICLE 14.

The corporation or the stockholders may include in their agreement between themselves the following as valid matters of agreement:

A. Any limitation or restraint upon the transferability, alienation or assignment of stock;

B. Any limitation or restraint upon the encumbrance or pledge of stock;

C. Any agreements conferring preemptive right of purchase upon stockholders as conditions precedent to the sale of any stock;

D. Management agreements, solicitation agreements or other employment agreements with persons who may or may not be stockholders; and

E. Any and all such other agreements as may be reasonably necessary in the ownership, conduct or furtherance of the business of the corporation and to implement the said agreement by By-Laws of the corporation.

ARTICLE 15.

The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of Articles of Incorporation in the manner now or hereafter prescribed by applicable provision of law, and all rights and powers conferred herein upon stockholders, directors, and officers are subject to this reserved power.

ARTICLE 16.

IN WITNESS WHEREOF, I, the undersigned, being the original subscriber to the capital stock hereinabove named, for the purpose of forming a corporation to do business within and without the State of Florida, and in pursuance of Florida Law, do hereby make, subscribe, acknowledge and file this certificate, hereby declaring and certifying the facts herein stated are true for the purpose of becoming a corporation under the laws of the State of Florida, and do hereby agree to take the number of shares of stock hereinbefore set forth and state, and accordingly I have set my hand and seal this 2nd day of September, 1999.


STANDISH C. CRIPPEN

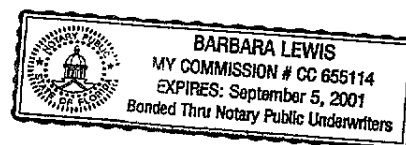
STATE OF FLORIDA COUNTY OF INDIAN RIVER

BE IT REMEMBERED that on this 2nd day of September, 1999, personally appeared before me, a Notary Public of the State of Florida, STANDISH C. CRIPPEN, party to the foregoing certificate of Articles of Incorporation, and known to me personally as such, and who acknowledged the said certificate to be his free act and deed, and that the facts therein stated are truly set forth for the purpose of becoming a corporation under the laws of the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal at Vero Beach, Florida, on this the day and year last above written.


(SEAL)


Notary Public.



ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent to accept process for the corporation at the place designated in this certificate, I hereby agree to act in this capacity and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


STANDISH C. CRIPPEN
Date: September 2, 1999

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP -8 PM 1:00