

FD4000003055

(Requestor's Name)

(Address)

(Address)

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PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
13 MAY 30 AM 11:40

Name chg/c
@ 6/3/13

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: KALTHOFF FABRICATORS, INC

Name of Corporation

DOCUMENT NUMBER: F04000003055

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

TODD WOLF

Name of Contact Person

SHOFFNER ACQUISITION CORP

Firm/Company

3600 PAPERMILL DR

Address

KNOXVILLE, T N 37909

City/State and Zip Code

twolf@skmes.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

TODD WOLF

Name of Contact Person

at (**865**) **549-5837**

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

\$35.00 Filing Fee

\$43.75 Filing Fee &
Certificate of Status

\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

\$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

Mailing Address:

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

Street Address:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F04000003055

(Document number of corporation (if known))

1. KALTHOFF FABRICATORS, INC

(Name of corporation as it appears on the records of the Department of State)

2. TENNESSEE

(Incorporated under laws of)

3. 05/27/2004

(Date authorized to do business in Florida)

FILED
SECRETARY OF STATE
TENN
MAY 30 11:10 AM '12

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 1/28/20012

5. SKMES, INC

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

TODD WOLF

(Typed or printed name of person signing)

SECRETARY

(Title of person signing)



STATE OF TENNESSEE
Tre Hargett, Secretary of State
Division of Business Services
William R. Snodgrass Tower
312 Rosa L. Parks AVE, 6th FL
Nashville, TN 37243-1102

SKMES, INC
TODD WOLF
3600 PAPERMILL DR
KNOXVILLE, TN 37909-1518

Request Type: Certified Copies
Request #: 96465

Issuance Date: 05/06/2013
Copies Requested: 11

Document Receipt

Receipt #: 1046822
Payment-Check/MO - KALTHOFF FABRICATORS INC, KNOXVILLE, TN

Filing Fee: \$220.00
\$220.00

I, Tre Hargett, Secretary of State of the State of Tennessee, do hereby certify that **SKMES, INC**, Control # 58694 was formed or qualified to do business in the State of Tennessee on 10/24/1978. SKMES, INC has a home jurisdiction of TENNESSEE and is currently in an Active status.


Tre Hargett
Secretary of State

Processed By: Sheila Keeling

The attached document(s) was/were filed in this office on the date(s) indicated below:

<u>Reference #</u>	<u>Date Filed</u>	<u>Filing Description</u>
7117-2247	11/28/2012	Articles of Amendment

Received by Tennessee Secretary of State Tre Hargett, 11/28/2012, 11:27:40, 7117.2247

State of Tennessee



Department of State
Corporate Filings
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, TN 37243

For Office Use Only

ARTICLES OF AMENDMENT
TO THE CHARTER
(For-Profit)

CORPORATE CONTROL NUMBER (IF KNOWN) 58694

PURSUANT TO THE PROVISIONS OF SECTION 48-20-106 OF *THE TENNESSEE BUSINESS CORPORATION ACT*, THE UNDERSIGNED CORPORATION ADOPTS THE FOLLOWING ARTICLES OF AMENDMENT TO ITS CHARTER:

1. PLEASE INSERT THE NAME OF THE CORPORATION AS IT APPEARS OF RECORD:
KALTHOFF FABRICATOR, INC.
IF CHANGING THE NAME, INSERT THE NEW NAME ON THE LINE BELOW:
SKMES, INC

2. PLEASE MARK THE BLOCK THAT APPLIES:
 AMENDMENT IS TO BE EFFECTIVE WHEN FILED BY THE SECRETARY OF STATE.
 AMENDMENT IS TO BE EFFECTIVE, _____ (MONTH, DAY, YEAR)
(NOT TO BE LATER THAN THE 90TH DAY AFTER THE DATE THIS DOCUMENT IS FILED.) IF NEITHER BLOCK IS CHECKED, THE AMENDMENT WILL BE EFFECTIVE AT THE TIME OF FILING

3. PLEASE INSERT ANY CHANGES THAT APPLY:
A. PRINCIPAL ADDRESS: _____ STREET ADDRESS
_____ CITY STATE / COUNTY ZIP CODE
B. REGISTERED AGENT: _____
C. REGISTERED ADDRESS: _____ STREET ADDRESS
_____ TN STATE ZIP CODE COUNTY
D. OTHER CHANGES: _____

4. THE CORPORATION IS FOR PROFIT.
5. THE MANNER (IF NOT SET FORTH IN THE AMENDMENT) FOR IMPLEMENTATION OF ANY EXCHANGE, RECLASSIFICATION, OR CANCELLATION OF ISSUED SHARES IS AS FOLLOWS:

6. THE AMENDMENT WAS DULY ADOPTED ON NOVEMBER 27TH, 2012 (MONTH, DAY, YEAR)
BY (Please mark the block that applies):
 THE INCORPORATORS WITHOUT SHAREHOLDER ACTION, AS SUCH WAS NOT REQUIRED.
 THE BOARD OF DIRECTORS WITHOUT SHAREHOLDER APPROVAL, AS SUCH WAS NOT REQUIRED.
 THE SHAREHOLDERS.

PRESIDENT _____ SIGNER'S CAPACITY _____ SIGNATURE

NOVEMBER 27, 2012 _____ DATE _____ NAME OF SIGNER (TYPED OR PRINTED) DAVID E DUGGER

Received by Tennessee Secretary of State Tre Hargett, 11/28/2012, 11:27:41, 7117.2248

**WRITTEN CONSENT OF BOARD OF DIRECTORS
TO ACTIONS TAKEN WITHOUT A MEETING
KALTHOFF FABRICATORS, INC.**

November 26, 2102

The undersigned directors of **KALTHOFF FABRICATORS, INC.**, a Tennessee corporation (the "Corporation"), being all of the directors of the Corporation, consent to the following actions taken without a meeting, this instrument to have the same force and effect as if the actions had been taken by unanimous vote at a duly called special meeting.

Name Change. The following resolutions are hereby adopted for the purpose of approving the Corporation's entry to change the legal name to SKMES, Inc. in each of the states that the corporation is currently registered.

NOW, THEREFORE, BE IT:

RESOLVED, that the directors of the Corporation hereby determine that the name change is in the best interest of the Corporation and provide substantial benefits to the Corporation and its shareholders; and further


RESOLVED, that David E. Dugger, the President of the Corporation, is hereby authorized on behalf of the Corporation, as its corporate act and deed, to negotiate with and execute any supporting documents and instruments as may be necessary and desirable to carry out and the full intent and purpose of these resolutions; and

RESOLVED, that all actions heretofore taken by the President in negotiating the transactions contemplated above are hereby confirmed and ratified; and

RESOLVED FURTHER, that this authorization shall continue in full force and effect until revoked by resolution of the Board of Directors.

IN WITNESS WHEREOF, the undersigned directors of the Corporation, by signing this consent, waive all notice of the date, time, place and purpose of a special meeting of the directors and agree to the transaction of the business hereinabove set forth by written consent of the said directors in lieu of such meeting. The directors have executed this instrument as of the date first above written, and it shall be filed with the minutes of the proceedings of the directors.


DIRECTORS:



David E. Dugger



Gary D. Coulter



Richard H. Whillock



Janet B. Dugger