

PD2473

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____

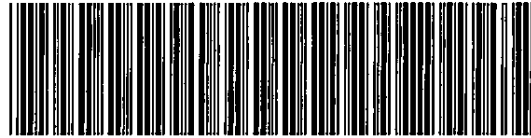
Certificates of Status _____

Special Instructions to Filing Officer:

changing jurisdiction

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Amend/cc
cus
@ 2/2/07



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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
07 FEB -1 PM 2:50

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Cajun Constructors, Inc.
(Name of Corporation)

DOCUMENT NUMBER: P02473

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Daniel Crocker
(Name of Contact Person)

Law Offices of R. Gray Sexton
(Firm/Company)

8675 Bluebonnet Blvd, Suite C
(Address)

Baton Rouge, LA 70810
(City/State and Zip Code)

For further information concerning this matter, please call:

Daniel Crocker at (225) 767-2020
(Name of Contact Person) (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

LAW OFFICES OF R. GRAY SEXTON

TELEPHONE
(225) 767-2020
FACSIMILE
(225) 767-0845

8675 BLUEBONNET BOULEVARD, SUITE C
BATON ROUGE, LOUISIANA 70810
graysexton@sextonlaw.net

January 29, 2007

R. GRAY SEXTON
ATTORNEY AT LAW
TRACY MEYER WALKER
ATTORNEY AT LAW
MICHAEL DAVID DUPREE
ATTORNEY AT LAW

Mr. Kurt S. Browning
Secretary of State for the State of Florida
Amendment Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Application for Amended Certificate of
Authority – Cajun Constructors, Inc.

Dear Kurt:

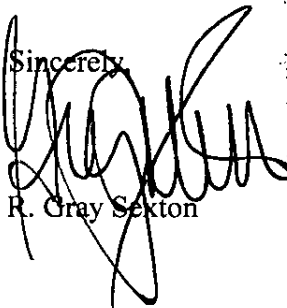
Anent the referenced matter.

Due to a recent reorganization of Cajun Constructors, Inc. from a Louisiana corporation to a Delaware corporation, it became imperative that our corporate filings for the various states in which we do business be updated.

In this vein, we submit the enclosed materials, which include the following:

- Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida;
- One duplicate original of the application (to be certified);
- Certified copy of the amendment changing the state of incorporation on behalf of Cajun Constructors, Inc.; and
- Check #11019, drawn on the account of R. Gray Sexton, in the amount of fifty-two dollars and fifty cents (\$52.50).

If you have any questions or should there be a need to submit additional materials, feel free to contact me at my office.

Sincerely,

R. Gray Sexton

Enclosures

cc: Cajun Constructors, Inc. (w/o copies)

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)

P02473

(Document number of corporation (if known))

FILED STATE
SECRETARY OF CORPORATIONS
07 FEB - 1 PM 2:50

1. Cajun Constructors, Inc.
(Name of corporation as it appears on the records of the Department of State)
2. Louisiana (Incorporated under laws of) 3. 6/21/1984 (Date authorized to do business in Florida)

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? _____
5. _____
(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.

Delaware
(New jurisdiction)


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

Ken Jacob
(Typed or printed name of person signing)

President
(Title of person signing)

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A LOUISIANA CORPORATION UNDER THE NAME OF "CAJUN CONSTRUCTORS, INC." TO A DELAWARE CORPORATION, FILED IN THIS OFFICE ON THE TWENTIETH DAY OF OCTOBER, A.D. 2006, AT 11 O'CLOCK A.M.



4238817 8100V

070079073

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5381395

DATE: 01-24-07

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:00 AM 10/20/2006
FILED 11:00 AM 10/20/2006
SRV 060966035 - 4238817 FILE

**STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A NON-DELAWARE CORPORATION
TO A DELAWARE CORPORATION
PURSUANT TO SECTION 265 OF THE
DELAWARE GENERAL CORPORATION LAW**

FOR

CAJUN CONSTRUCTORS, INC.

I.

The Jurisdiction where the Non-Delaware Corporation was first formed is Baton Rouge, Louisiana.

II.

The jurisdiction immediately prior to filing this Certificate of Conversion is Baton Rouge, Louisiana.

III.

The date the Non-Delaware Corporation was first formed is April 26, 1973.

IV.

The name of the Non-Delaware Corporation immediately prior to filing this Certificate of Conversion is **CAJUN CONSTRUCTORS, INC.**

V.

The name of the Corporation as set forth in the Certificate of Incorporation is **CAJUN
CONSTRUCTORS, INC.**

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the
converting Non-Delaware Corporation has executed this Certificate of Conversion on the 1st
day of October, 2006.

WITNESSES:

Mick G. Diez
Printed Name: Mick G. Diez

Daniel Graczyk
Printed Name: Daniel Graczyk

L. Lane Grigsby
L. Lane Grigsby, Authorized Representative

MICHAEL D. DUPREE, NOTARY PUBLIC
Bar Roll #26870
Commission Expires at Death.

Delaware

PAGE 2

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF INCORPORATION OF "CAJUN CONSTRUCTORS, INC." FILED IN THIS OFFICE ON THE TWENTIETH DAY OF OCTOBER, A.D. 2006, AT 11 O'CLOCK A.M.



4238817 8100V

070079073

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5381395

DATE: 01-24-07

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:00 AM 10/20/2006
FILED 11:00 AM 10/20/2006
SRV 060966035 - 4238817 FILE

**STATE OF DELAWARE
CERTIFICATE OF INCORPORATION
A STOCK CORPORATION**

FOR

CAJUN CONSTRUCTORS, INC.

**ARTICLE I.
CORPORATE NAME**

The name of the Corporation is:

CAJUN CONSTRUCTORS, INC.

**ARTICLE II.
OBJECTS AND PURPOSES**

The objects and purposes for which this Corporation is organized and the nature of the business to be carried on by it are stated and declared to be as follows:

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

**ARTICLE III.
DURATION**

The duration of this Corporation shall be in perpetuity, or such maximum period as may be authorized by the laws of Delaware.

ARTICLE IV.
AUTHORIZED CAPITAL

The Corporation shall be authorized to issue the following class of stock:

(1) One Hundred (100) shares of no par value, common stock, to be hereinafter and otherwise known as Class "A" common stock.

ARTICLE V.
DIRECTORS

Unless and until otherwise provided in the by-laws, all of the corporate powers of this Corporation shall be vested in, and all of the business and affairs of this Corporation shall be managed by a Board of not less than two nor more than five directors, who will serve as directors until the first annual meeting or until their successors are elected and qualify. The number of directors may be increased or decreased within the limits provided above by a majority vote of the directors. The first Board of Directors are:

1. L. Lane Grigsby - Chairman
15635 Airline Highway
Baton Rouge, Louisiana 70817
2. Ken Jacob - Board Member
15635 Airline Highway
Baton Rouge, Louisiana 70817
3. Newton Thomas - Board Member
15635 Airline Highway
Baton Rouge, Louisiana 70817
4. Bill Orlov - Board Member
15635 Airline Highway
Baton Rouge, Louisiana 70817

5. Roy Pickren - Board Member
15635 Airline Highway
Baton Rouge, Louisiana 70817
6. Bob Timmons - Board Member
15635 Airline Highway
Baton Rouge, Louisiana 70817

**ARTICLE VI.
INCORPORATOR**

The name and address of the Incorporator is:

Michael Calabrese
15635 Airline Highway
Baton Rouge, Louisiana 70817

**ARTICLE VII.
ADDRESS OF PRINCIPAL OFFICE**

The address of the principal office of the Corporation is 15635 Airline Highway, Baton Rouge, Louisiana 70817.

**ARTICLE VIII.
REGISTERED OFFICE AND REGISTERED AGENT**

The Registered Office is located at 1209 Orange Street, Wilmington, Delaware 19801 and Registered Agent for the Corporation is Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801.

ARTICLE IX.
PURCHASE AND REDEMPTION OF SHARES

The Corporation may purchase or redeem its own shares in the manner and in the conditions permitted and provided by the General Corporation Law of Delaware or other applicable law, or as may be authorized by the Board of Directors, and as otherwise specifically provided for in any buy-sell, redemption or stockholders agreement that may be entered into involving the Corporation.

Shares so purchased shall be considered treasury shares, and may be re-issued and disposed of as authorized by law, or may be canceled and the capital stock reduced, as the Board of Directors may, from time to time, determine in accordance with law.

ARTICLE X.
CONVERTIBLE SECURITIES AND STOCK PURCHASE RIGHTS

The Corporation may issue convertible securities and rights to convert shares or obligations of the Corporation into shares of any authorized class of stock, in the manner and on the conditions permitted and provided by the General Corporation Law of Delaware or other applicable law and as may be authorized by the Board of Directors.

ARTICLE XI.
CAPITAL SURPLUS AND DIVIDENDS

The Board of /directors shall have such power and authority with respect to capital, surplus and dividends, including allocation, increases, reductions, utilization, distribution and payment, as is permitted and provided by the General Corporation Law of Delaware or other applicable law.

ARTICLE XII.
AMENDMENTS TO ARTICLES OF INCORPORATION

Changes in the rights of holders of shares of any class shall be made by majority vote or written consent of the shareholders given voting power by these Articles; and in addition, by a majority vote or written consent by the class or classes of shareholders affected, whether they are otherwise entitled to a vote or not.

ARTICLE XIII
ESTABLISHMENT OF PREEMPTIVE RIGHTS

All shareholders of the Corporation shall be entitled to preemptive rights as is specifically provided for by the General Corporation Law of Delaware.

ARTICLE XIV.
NONCUMULATIVE VOTING

Directors shall be elected by majority vote. No shareholder of this Corporation shall have the right to cumulate his votes.

ARTICLE XV.
RESTRICTIVE RIGHTS TO BUY AND SELL STOCK

All shares shall be transferable only in the names and pursuant to the terms and conditions of such Stock Transfer Agreements, Buy-Sell Agreements, Stock Exchange Agreements or Stock redemption Agreements as may from time to time be executed.

I, **THE UNDERSIGNED**, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this 16 day of October, A.D. 2006.

By: 
Michael Calabrese, Incorporator