

196000017295

George J. Mirarecki
Requestor's Name

2111 N. Queen Anne Rd.
Address

Woodstock, IL 60098
City/State/Zip Phone #

200001722952
02/23/96--01071--020
***122.50 ***122.50

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Specialized Machine Design, Inc.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

Walk in

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Certified Copy

Mail out

Will wait

Photocopy

Certificate of Status

FILED
96 FEB 23 AM 11:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FEB 26 1996 BSE

Examiner's Initials

ARTICLES OF INCORPORATION
OF
SPECIALIZED MACHINE DESIGN, INC.

FILED
96 FEB 23 AM 11:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to the articles of incorporation, who is a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida as follows:

ARTICLE I.

Name

The name of this corporation is **SPECIALIZED MACHINE DESIGN, INC.** The mailing address of the corporation is 5073 Higel Avenue, Sarasota, Florida 34242.

ARTICLE II.

Term of Existence

The date when corporate existence shall commence shall be the date of filing of these articles with the Department of State, and the corporation shall have perpetual existence thereafter.

ARTICLE III.

Nature of Business

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV.

Powers

The corporation shall have power:

- A. To have perpetual succession by its corporation name.

B. To sue and be sued, complain and defend in its corporate name in all actions or proceedings.

C. 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.

D. 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.

E. 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.

F. To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.

G. 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 of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other municipality or of any instrumentality thereof.

H. 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.

I. 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.

J. To conduct its business, carry on its operations, and have offices and exercise the powers granted by the laws of this state within or without this state.

K. To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

L. To make and alter bylaws, not inconsistent with these articles of incorporation and the laws of this state, for the administration and regulation of the affairs of the corporation.

M. To make donations for the public welfare or for charitable, scientific or educational purposes.

N. To transact any lawful business which the board of directors shall find will be in aid of governmental policy.

O. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers and employees and for any or all of the directors, officers and employees of its subsidiaries.

P. To be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise.

Q. 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 death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

R. To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V.

Capital Stock

This corporation is authorized to issue One Hundred (100) shares of ONE DOLLAR (\$1.00) par value common stock, which may be fractional shares. All stock, when issued, shall be fully paid and non-assessable.

ARTICLE VI.

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is c/o Lutz, Webb, Partridge & Bobo, P.A., Two North Tamiami Trill, Suite 500, Sarasota, Florida 34236, and the name of its initial registered agent at such address is Sheryl A. Edwards, Esquire.

ARTICLE VII.

Directors

The corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by bylaws adopted by the board of directors, but any amendment to the bylaws which either increases or decreases the number of directors shall be ratified by holders of a majority of the outstanding shares of stock of the corporation, provided that the corporation shall always have at least one director. The name and street address of the initial director of this corporation, who shall serve until his successor is duly elected and qualified are:

Name

Address

George J. Miarecki

2111 N. Queen Anne Rd.
Woodstock, IL 60098

ARTICLE VIII.

Subscriber

The name and street address of the incorporator signing these articles of incorporation are:

Name

Address

George J. Miarecki

2111 N. Queen Anne Rd.
Woodstock, IL 60098

ARTICLE IX.

Special Provisions

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors of this corporation.

ARTICLE X.

Indemnification

The corporation shall indemnify any director or officer or any former director or officer, to the full extent permitted by law.

ARTICLE XI.

Preemptive Rights

Each shareholder of the corporation shall be entitled to full preemptive rights to acquire his proportional part of any unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to or acquire such shares, which may be issued at any time by the corporation.

ARTICLE XII.

Removal of Directors


The shareholders of this corporation shall be entitled to remove any director from office at any time for any reason whatsoever, whether or not there is cause for removal.

ARTICLE XIII.

Amendment

These articles of incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation on February 21, 1996.



George J. Miarecki, Incorporator

STATE OF ILLINOIS
COUNTY OF McHENRY

The foregoing instrument was acknowledged before me this 21st day of February, 1996,
by GEORGE J. MIARECKI,

✓ who is personally known to me, or
✓ who has produced Drivers License as identification

and who did take an oath, and who acknowledged before me that GEORGE J. MIARECKI
executed the same freely and voluntarily for the purposes therein expressed.

(Notary Seal)

Norma Ihnatuk
NOTARY PUBLIC
Print Name: NORMA IHNATIUK
State of Illinois at Large (Seal)
My Commission Expires: 10-4-96



ACCEPTANCE

I hereby agree, as Registered Agent, to accept service of process at Two North Tamiami
Trail, Suite 500, Sarasota, Florida 34236; to keep the office open during prescribed hours; to
post my name (and any other officers of said corporation authorized to accept service of process
at the above Florida designated address) in some conspicuous place in the office as required by
law. I am familiar with and accept the obligations provided for in Section 607.0505 of the
Florida Statutes.

Sheryl A. Edwards
Sheryl A. Edwards, Esquire
Registered Agent