

**KD Accounting & Tax Service**



3701 Winkler Avenue #232 ♦ Ft. Myers, Florida 33910 ♦ (941)274-0257

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-12/03/96--01106--006  
\*\*\*\*332.00 \*\*\*\*\*70.00

November 26, 1996

Dear Sirs:

I, Shelly A. Derouen, am filing Articles of Incorporation for Executive Rental Management Corporation.  
Also, enclosed is a check for \$70.00.

Yours Truly,

*Shelly A. Derouen*

Shelly A. Derouen

FILED  
96 DEC -2 AM 9:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

See 12/4

**ARTICLES OF INCORPORATION**

**OF**

**EXECUTIVE RENTAL MANAGEMENT CORPORATION**

**ARTICLE I. NAME**

THE NAME OF THIS CORPORATION SHALL BE:

**EXECUTIVE RENTAL MANAGEMENT CORPORATION**

**ARTICLE II. COMMENCEMENT & DURATION**

THE COMMENCEMENT OF THIS CORPORATION'S EXISTENCE SHALL BE AT THE TIME OF THE FILING OF THESE ARTICLES OF INCORPORATION BY THE FLORIDA DEPARTMENT OF INCORPORATION. THIS CORPORATION'S DURATION SHALL BE PERPETUAL.

**ARTICLE III. PURPOSE**

THIS CORPORATION IS BEING ORGANIZED FOR THE PURPOSE OF RENTAL & MANAGEMENT AND ENGAGING IN THE TRANSACTION OF ANY AND ALL BUSINESS ACTIVITIES PERMITTED UNDER THE LAWS OF FLORIDA AND THE UNITED STATES OF AMERICA.

**ARTICLE IV. CAPITAL STOCK**

THIS CORPORATION SHALL HAVE THE AUTHORITY TO ISSUE ONE HUNDRED (100) PAR VALUE SHARES OF COMMON CAPITAL STOCK

**ARTICLE V. PREEMPTIVE RIGHTS**

EVERY SHAREHOLDER, UPON THE SALE FOR CASH BY THIS CORPORATION OF ANY SHARES OF NEW CAPITAL STOCK OF THE SAME KIND, CLASS, OR SERIES, AS THAT WHICH THE SHAREHOLDER ALREADY HOLDS, SHALL HAVE THE PREEMPTIVE RIGHT TO PURCHASE A PRO RATA SHARE THEREOF (AS NEARLY AS MAY BE DONE WITHOUT THE ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH SUCH SHARES ARE OFFERED TO OTHERS.

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SECRETARY OF STATE  
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## **ARTICLE VI. TRANSFER RESTRICTIONS**

NO SHARE HOLDER SHALL HAVE THE RIGHT TO SELL, ASSIGN, PLEDGE, ENCUMBER, TRANSFER, OR OTHERWISE DISPOSE OF ANY SHARES OF THE CAPITAL STOCK OF THIS CORPORATION, WITHOUT FIRST OFFERING SUCH SHARES FOR SALE TO THIS CORPORATION AT THE NET ASSET VALUE THEREOF, SUCH OFFER SHALL BE IN WRITING, SIGNED BY THE SHAREHOLDER, SENT BY REGISTERED OR CERTIFIED MAIL TO THIS CORPORATION AT ITS REGISTERED OFFICE ADDRESS, AND OPEN FOR ACCEPTANCE BY THIS CORPORATION FOR A PERIOD OF FIFTEEN DAYS FROM THE DATE OF MAILING. IF THIS CORPORATION FAILS OR REFUSES WITHIN SUCH PERIOD, TO MAKE SATISFACTORY ARRANGEMENTS FOR THE PURPOSE OF SUCH SHARES, THE SHAREHOLDER SHALL HAVE THE RIGHT TO DISPOSE OF SUCH SHARES WITHOUT ANY FURTHER RESTRICTIONS.

ON THE DEATH OF ANY SHAREHOLDER, THIS CORPORATION SHALL HAVE THE RIGHT TO PURCHASE ANY SHARES OF THE CAPITAL STOCK OF THIS CORPORATION OWNED BY THE SHAREHOLDER IMMEDIATELY PRIOR TO THE SHAREHOLDER'S DEATH, ON THE TERMS SET FORTH ABOVE AND THIS PROVISION SHALL BE BINDING UPON THE PERSONAL REPRESENTATIVE OF THE SHAREHOLDER.

EACH STOCK CERTIFICATE ISSUED BY THIS CORPORATION SHALL CARRY THE FOLLOWING LEGEND:

**"THESE SHARES ARE HELD SUBJECT TO CERTAIN TRANSFER RESTRICTIONS IMPOSED BY THIS CORPORATION'S ARTICLES OF INCORPORATION, A COPY OF WHICH IS ON FILE AT THIS CORPORATION'S PRINCIPLE OFFICE."**

## **ARTICLE VII. INITIAL BOARD OF DIRECTORS**

THE NUMBER OF DIRECTORS ON THIS CORPORATION'S INITIAL BOARD OF DIRECTORS SHALL BE: TWO (2). THE NUMBER OF DIRECTORS MAY BE INCREASED OR DECREASED FROM TIME TO TIME, AS PROVIDED IN THIS CORPORATION'S BYLAWS, BUT SHALL NEVER BE LESS THAN ONE.

THE NAME AND ADDRESS OF EACH INDIVIDUAL WHO SHALL SERVE AS A MEMBER OF THE INITIAL BOARD OF DIRECTORS ARE:

JOSEPH E. WILLOUGHBY  
14520 DORY LANE  
FT. MYERS, FLORIDA 33908

JAMES FOURENCE  
14520 DORY LANE  
FT. MYERS, FLORIDA 33908

#### **ARTICLE VIII. INDEMNIFICATION**

THIS CORPORATION SHALL INDEMNIFY ANY OFFICER, DIRECTOR, EMPLOYEE, OR AGENT, AND ANY FORMER OFFICER, DIRECTOR, EMPLOYEE, OR AGENT, TO THE FULL EXTENT PERMITTED BY LAW.

#### **ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT**

THE ADDRESS OF THIS CORPORATION'S PRINCIPAL OFFICE AND THE ADDRESS OF THIS CORPORATION'S INITIAL REGISTERED OFFICE SHALL BE:

EXECUTIVE RENTAL MANAGEMENT CORPORATION  
14520 DORY LANE  
FT. MYERS, FLORIDA

THE NAME OF THE INDIVIDUAL WHO SHALL SERVE AS THIS CORPORATION'S INITIAL REGISTERED AGENT AT THAT ADDRESS SHALL BE:

JOSEPH E. WILLOUGHBY  
14520 DORY LANE  
FT. MYERS, FLORIDA 33908

#### **ARTICLE X. INCORPORATOR**

THE NAME AND ADDRESS OF THE INDIVIDUAL WHO SHALL SERVE AS THIS CORPORATION'S INCORPORATOR IS:

JOSEPH E. WILLOUGHBY  
14520 DORY LANE  
FT. MYERS, FLORIDA 33908

#### **ARTICLE XI. AMENDMENT**

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISIONS IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENTS HERETO. ANY RIGHTS CONFERRED UPON THE SHAREHOLDER SHALL BE SUBJECT TO THIS RESERVATION.

*Joseph E. Willoughby*  
INCORPORATOR - JOSEPH E. WILLOUGHBY

STATE OF FLORIDA )  
COUNTY OF LEE )

ON 11/20/96 , DESIGNATED ABOVE AS THE INDIVIDUAL WHO SHALL SERVE AS

THE CORPORATION'S INCORPORATOR, WHO IS PERSONALLY KNOWN TO ME, OR PRODUCED A FLORIDA  
DRIVER'S LICENSE AS IDENTIFICATION, PERSONALLY APPEARED BEFORE ME AT THE TIME OF NOTARIZATION,

AND, AFTER BEING GIVEN THE OATH, ACKNOWLEDGED SIGNING THESE ARTICLES OF INCORPORATION OF

EXECUTIVE RENTAL MANAGEMENT CORPORATION

*Shelly A. Jones*  
NOTARY PUBLIC

COMMISSION EXPIRATION DATE & COMMISSION NUMBER

**SHELLY JONES**  
**NOTARY PUBLIC STATE OF FLORIDA**  
**MY COMMISSION EXPIRES 4-98**  
**COMMISSION NUMBER CC365622**

I HEREBY ACCEPT MY DESIGNATION AS RESIDENT AGENT AND AGREE TO SERVE AS THE RESIDENT AGENT OF

EXECUTIVE RENTAL MANAGEMENT CORPORATION. I HEREBY STATE THAT I AM FAMILIAR WITH AND

ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR EXECUTIVE RENTAL MANAGEMENT

CORPORATION.

*Joseph E. Willoughby*  
REGISTERED AGENT

STATE OF FLORIDA )  
COUNTY OF LEE )

ON 11/20/96 , JOSEPH E. WILLOUGHBY, DESIGNATED ABOVE AS

THE INDIVIDUAL WHO SHALL SERVE AS THE CORPORATION'S INITIAL REGISTERED AGENT, WHO IS PERSONALLY

KNOWN TO ME OR PRODUCED A FLORIDA DRIVER'S LICENSE AS IDENTIFICATION, PERSONALLY APPEARED

BEFORE ME AT THE TIME OF NOTARIZATION, AND, AFTER BEING GIVEN THE OATH, ACKNOWLEDGED SIGNING

THESE ARTICLES OF INCORPORATION OF EXECUTIVE RENTAL MANAGEMENT CORPORATION.

*Shelly A. Jones*  
NOTARY PUBLIC

COMMISSION EXPIRATION DATE & COMMISSION NUMBER:

**SHELLY JONES**  
**NOTARY PUBLIC STATE OF FLORIDA**  
**MY COMMISSION EXPIRES 4-98**  
**COMMISSION NUMBER CC365622**