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REFERENCE: 557551 81178A

AUTHORIZATION : Patucia · Lyut

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ORDER DATE: October 8, 1997

ORDER TIME : 9:25 AM

CUSTOMER:

ORDER NO. : 557551-005

CUSTOMER NO: 81178A

Sigrid M. Henshaw, Esq

HENSHAW & IVEY

P. O. Box 150639

Cape Coral, FL 33915-0639

### DOMESTIC FILING

NAME: WEST COAST POWDER COATING, INC

#### EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kim Clemons

EXAMINER'S INITIALS:

500002314645--4

# ARTICLES OF INCORPORATION OF WEST COAST POWDER COATING, INC.

97 OCT -8 AMIO: 29 SECRETARY OF STATE ALLAHASSEE, FLORID

The undersigned, for the purpose of forming a corporation under-the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

# ARTICLE I - NAME

The name of this Corporation shall be WEST COAST POWDER COATING, INC. (the "Corporation").

#### **ARTICLE II - DURATION**

The Corporation shall have perpetual existence, except that the same may be dissolved as provided by law.

#### ARTICLE III - PURPOSE

The Corporation is organized to include the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes as presently enacted and as may be amended from time to time.

# ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is Ten Thousand (10,000) shares of common stock. Such shares shall have a par value of One Dollar (\$1.00) per share.

#### ARTICLE V - INCORPORATORS

The name and business addresses of the persons signing these Articles of Incorporation are:

MICHAEL S. FALANGA 516 Lincoln Ave. Lehigh Acres, FL 33936

J. MICHAEL CATHCART 3225 E. Riverside Dr., #45D Ft. Myers, FL 33916

## **ARTICLE VI - INITIAL BOARD OF DIRECTORS**

The initial Board of Directors of the Corporation shall consist of two (2) Directors. The number of Directors of the Corporation may be increased or decreased in accordance with the Bylaws thereof, but shall never be less than one (1). The Board of Directors shall designate and elect the Officers of the Corporation. The name and address of the initial Directors of the Corporation are as follows:

MICHAEL S. FALANGA 516 Lincoln Ave. Lehigh Acres, FL 33936

J. MICHAEL CATHCART 3225 E. Riverside Dr., #45D Ft. Myers, FL 33916

## ARTICLE VII - REGISTERED AGENT; REGISTERED AND PRINCIPAL OFFICE

The address of the Registered Office and Principal Office of the Corporation in the State of Florida shall be at 516 Lincoln Ave., Lehigh Acres, Fl 33936. The mailing address of the Corporation shall be the same as the address of its Registered Office and Principal Office. The name of the Registered Agent of the Corporation at the aforesaid address is MICHAEL S. FALANGA.

#### **ARTICLE VIII - POWERS**

The Officers, Directors and Shareholders of the Corporation shall possess and enjoy all powers allowed by law except as restricted, limited or prohibited by these Articles of Incorporation, the Bylaws of the Corporation, or by other acts of the Corporation.

#### **ARTICLE IX - PREEMPTIVE RIGHTS**

The Corporation elects to have its shareholders have preemptive rights.

#### ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify, to the fullest extent permitted by the Florida Business Corporation Act, any person who has been made, or is threatened to be made a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the Corporation), by reason of the fact that the person is or was a director or officer of the Corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the Corporation. In addition, the Corporation shall pay for or reimburse any expenses incurred by such

persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

#### **ARTICLE XI - AMENDMENTS**

The right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, is hereby specifically reserved.

IN WITNESS WHEREOF, the undersigned, for the purpose of forming a Corporation as herein provided under the laws of the State of Florida, does make, subscribe, acknowledge and file the foregoing Articles of Incorporation, and hereby certifies the facts stated therein to be true, all being done as of this 6<sup>th</sup> day of October, 1997.

MCHAELS FALANGA

J. MICHAEL CATHCART

# **ACKNOWLEDGEMENT**

State of Florida )
ss:
County of Lee )

I hereby certify that before me, the undersigned authority, duly authorized to take acknowledgements and administer oaths in the State of Florida, personally appeared MICHAEL S. FALANGA, who identified himself to me by his Florida Driver's License # F452-551-60-386, which expires on 10/26/99, and J. MICHAEL CATHCART, who identified himself to me by his Florida Driver's License # (2306-413-653-0), which expires on 3/13/02, the persons who made and subscribed to the foregoing Articles of Incorporation, and certified and acknowledged to me that said Articles were executed by them as their voluntary act and deed for the uses and purposes therein expressed.

WITNESS my hand and seal on this 6th day of October, 1997.

Sigrid M. Henshaw
Notary Public, State of Florida
Onmission No. CC 536244
My Commission Expires 03/22/00

1-100-NOTARY - Fla Notary Service & Bonding Co.

Notary Public: Sigrid M. Henshaw Commission No.: CC536244 Commission Expires: 3/22/00

# ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED, pursuant to Florida Statutes Section 48.091, having been named to act as Registered Agent of the Corporation known as WEST COAST POWDER COATING, INC., does hereby accept the appointment as Registered Agent of said Corporation.

DATED this 6th day of October, 1997.

MICHAEL S. FALANGA

97 OCT -8 AM IO: 29
97 OCT -8 AM IO: 29