

386065

400302686804

3-86065

3-36065

SUCCESSOR CORP.

FILED IN OFFICE OF DEPARTMENT
OF STATE, STATE OF FLORIDA,
by bb on July 29, 1971

RICHARD (DICK) STONE
SECRETARY OF STATE

corp-1

C T CORPORATION SYSTEM

ASSOCIATED WITH THE CORPORATION TRUST COMPANY
125 SOUTH BROAD STREET - PHILADELPHIA, PA. 19109
735-7841 AREA CODE 215

July 27, 1971

Secretary of State
Corporation Department
Tallahassee, Florida 32304

RE: SUCCESSOR CORP. (Fla. Dom.)

Dear Sir:

On the instructions of David W. Marston, 20th Floor, Three Park
way, Philadelphia, Pennsylvania we enclose executed copies of Articles
of Incorporation in duplicate with our check for \$130.00

Please file the Articles as promptly as possible advising this
office by collect telephone as soon as filed.

Please certify the extra copy and return same to this office along
with your usual evidence of filing.

Very truly yours,

C T CORPORATION SYSTEM

JLW:srk
enc.

PRIVILEGE TAX	95.00
C. TAX	30.00
FILING	15.00
C. COPY	10.00
R. A. FEE	
P. COPY	
SEARCH	
TOTAL	130.00
BALANCE DUE	
REFUND	

J. F. WILSTERN
Assistant Secretary

FILED
JUL 29 3 13 PM 1971
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Collected
7-29-71 BR

cc sent
7/30/71
db

AB
SUCCESSOR CORP.

J. L. Wilsternan
C. T. Corporation System
Philadelphia

29 July 71

FILED
JUL 29 3 12 PM 1971
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SUCCESSOR CORP.

FILED
JUL 29 3 12 PM '91
RECORDING OF STATE
TALLAHASSEE, FLORIDA

WE, THE UNDERSIGNED, hereby agree to organize a corporation under the Laws of the State of Florida with Articles of Incorporation as follows:

FIRST: The name of the corporation is SUCCESSOR CORP.

SECOND: The general nature of the business or businesses to be transacted is as follows:

To engage in any activity or business permitted under the laws of the United States and of the State of Florida.

To manufacture, purchase or otherwise acquire, invest in, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, trade, deal in and deal with goods, wares and merchandise and personal property of every class and description.

To make and enter into all contracts necessary and proper for the conduct of the business of the corporation; to purchase the corporate assets of any other corporation and engage in the same character of business; and to take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to the corporation.

To contract debts and borrow money at such rates of interest not to exceed the lawful interest rate and upon such terms as the corporation, or its board of directors, may deem necessary or expedient and shall authorize or agree upon, issue and sell bonds, debentures, notes and other evidences of indebtedness, whether secured or unsecured, and execute such mortgages, or other instruments upon or encumbering its property or credit to secure the payment of money borrowed or owing by it, as occasion may require and the board of directors deem expedient.

To acquire, enjoy, utilize, and dispose of patents, copyrights and trade marks and any licenses or other rights or interests thereunder or therein.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of this state or any other state or government; while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

To conduct business, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, and buy, hold, mortgage, sell, convey, or otherwise dispose of franchises in this state and in any of the several states, territories, possessions and dependencies of the United States, the

District of Columbia, and in foreign countries.

To do all and everything necessary and proper for the accomplishment of the objects enumerated in these articles of incorporation or necessary or incidental to the benefit and protection of the corporation, and to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation whether or not such business is similar in nature to the objects enumerated in these articles of incorporation.

In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Florida upon corporations formed under the Laws of the State of Florida, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted by reference to, or inference from, the terms of any other clause in these articles of incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

THIRD: The amount of capital stock authorized is One Thousand Dollars (\$1,000.00) and the maximum number of shares that the corporation is authorized to issue is one thousand (1,000) shares of the par value of One Dollar (\$1.00) each.

FOURTH: The amount of capital with which the corporation will begin business is Five Hundred Dollars (\$500.00).

FIFTH: The corporation is to have perpetual existence.

SIXTH: The street address of the principal office of the corporation in Florida is 4225 N. W. 72nd Ave., Miami, Florida 33166 or at such other place within the state as the board of directors from time to time by appropriate action, shall determine.

SEVENTH: The number of directors of the corporation shall be three (3).

EIGHTH: The names and street addresses of the members of the first board of directors, who shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified are:

<u>DIRECTORS</u>	<u>STREET ADDRESSES</u>
William F. Drake, Jr.	c/o ALCO STANDARD CORPORATION Swedesford Road Valley Forge, Pa. 19481
Edward D. Slevin	20th Fl., Three Parkway Philadelphia, Penna. 19102
David W. Marston	20th Fl., Three Parkway Philadelphia, Penna. 19102

NINTH: The name and street address of each subscriber of the articles of incorporation are as follows:

<u>NAMES</u>	<u>STREET ADDRESSES</u>
George Lewis	123 So. Broad St. Phila., Pa. 19109
M. E. Gahan	123 So. Broad St. Phila., Pa. 19109
A. Weinstein	123 So. Broad St. Phila., Pa. 19109

TENTH: In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To adopt or amend by-laws not inconsistent with any by-laws that may have been adopted by the stockholders.

To authorize and cause to be executed mortgages or other instruments upon or encumbering the real and personal property of the corporation.

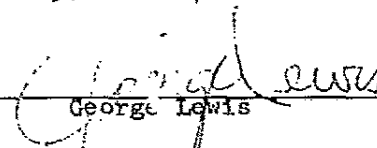
When and as authorized by affirmative vote given at a meeting or by the written consent of stockholders of record holding at least a majority of the stock entitled to vote on such proposal, to sell, lease or exchange all of the property and assets of the corporation, including its good will and its corporate franchises or any property or assets essential to its corporate business, upon such terms and conditions as the board of directors deem expedient.

ELEVENTH: The corporation reserves the right to amend, alter, change or repeal any provision contained in the certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

TWELFTH: No shareholder shall be entitled as a matter of right to subscribe for or receive additional shares of stock of the corporation, whether now or hereafter authorized, but such additional shares of stock may be

issued or disposed of by the board of directors to such persons and on such terms as in its discretion it shall deem advisable.

WE, THE UNDERSIGNED, being all of the subscribers hereinbefore named, for the purpose of forming a corporation, do subscribe and acknowledge these articles of incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set our hands this 27th day of July A. D. 1971.


George Lewis


M. E. Gahan



A. Weinstein

STATE OF PENNSYLVANIA
COUNTY OF PHILADELPHIA

} SS:

I hereby certify that on this day before me, an officer duly authorized in the state aforesaid and in the county aforesaid to take acknowledgments, personally appeared George Lewis, M. E. Gahan and A. Weinstein, to me known and known to be the persons described in and who executed the foregoing articles of incorporation, and severally acknowledged before me that they executed the same and that the facts therein stated are truly set forth.

Witness my hand and official seal in the county and state last aforesaid this 27th day of July, A. D. 1971.


Notary Public
Jean L. Wilsterman

JOAN L. WILSTERMAN
My Commission expires July 1, 1973, Philadelphia, Philadelphia Co.
My Commission Expires August 5, 1973

(NOTARIAL SEAL)

AUG 1971

44900 *****2.00

STATE OF FLORIDA

FILED
1971 AUG 20 AM 4:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certificate Designating an Office, Place of Business, or Domicile for the Service of Process within this State and Naming Agent Upon Whom Process May be Served.

In pursuance of Section 48.091, Florida Statutes, the undersigned hereby certifies:

That **SUCCESSOR CORP.**

a corporation duly organized and existing under the laws of the State of

with its principal place of business at City of **Miami** County of **Dade**

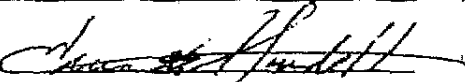
State of **Florida** has designated and established 13th Floor, Florida Title Bldg.,

110 W. Forsyth St., City of Jacksonville, County of Duval, Florida 32202, as the office, place of business or domicile for the service of process within this State, and names as its agent thereat upon whom process may be served **THE CORPORATION COMPANY**, a corporation duly organized and existing under the laws of the State of Florida.

IN WITNESS WHEREOF the undersigned corporation has caused this certificate to be signed in its corporate name by its duly authorized officer and its corporate seal to be hereto affixed this **12th** day of **AUGUST** A. D. 19 **71**.

(Corporate Seal)

SUCCESSOR CORP.

By 

The undersigned, having been designated as Agent for the service of process within the State of Florida upon the above named corporation, at the place designated in the foregoing certificate, does hereby accept the appointment as such Agent for said corporation.

IN WITNESS WHEREOF, THE CORPORATION COMPANY has caused this certificate to be signed by its duly authorized officer this **17th** day of **August** A. D. 19 **71**.

THE CORPORATION COMPANY

By 
Assistant Secretary.

Shelby Manufacturing Co.

SEP 29 9 - 61300 ****20.00

PRIVILEGE TAX	
C. TAX	
FILING	20.00
C. COPY	
R. A. FEE	
P. COPY	
SEARCH	
TOTAL	20.00
BALANCE DUE	0
REFUND	5.00

C. TAX	10.00
FILING	10.00
C. COPY	10.00
REFUND	20.00
BALANCE DUE	5.00
REFUND	
VOID C. 11	

Invoice
80178

FF 415

ok in
file

amendment

MERSON, SAWYER, JOHNSTON, DUNWODY & COLE

1500 FIRST NATIONAL BANK BUILDING

MIAMI, FLORIDA 33131

TELEPHONE (305) 373-6451

W. L. EVANS (1893-1955)
H. L. MERSON (1891-1955)
O. S. SIMMONS, JR. (1890-1957)

HERBERT S. SAWYER
THOS. H. C. JOHNSTON
JAMES R. REEDER
ATWOOD DUNWODY
W. E. DUNWODY, JR.
ROBERT S. COLL
THOMAS E. TRANTHAM, JR.
A. ALSTON FISHER, JR.
JOHN D. ARMSTRONG
ROBERT A. WHITE
ALBERT D. QUENTEL
FRANK L. JONES, JR.
GEORGE W. WRIGHT, JR.
ROBERT O. LILLY
ROBERT E. LIVINGSTON

AUBREY V. KENDALL
JOHN H. PATTERSON
WOODROW M. MELVIN, JR.
OSWOND C. HOWE, JR.
ROBERT E. MURARO
WM. ROYALL HIDDLETHORN, JR.
BARRY C. CRAIG
WILLIAM J. DUNAJ
THOMAS G. SCHULTZ
KARL S. BLOCK, JR.
WILLIAM N. LOBEL
GEORGE R. HARPER
JAMES P. HINCH

September 28, 1971

BOCA RATON OFFICE
110 FIRST BANK AND TRUST BUILDING
TELEPHONE (305) 391-5500

Corporations Division
Secretary of State
State of Florida
Tallahassee, Florida 32304

Attention: Mr. Murray McLaughlin

Re: Shelley Manufacturing Company

Dear Sir:

Enclosed is a Certificate signed by the President and Secretary of Successor Corp., a Florida corporation, authorizing an amendment to the Articles of Incorporation changing the name of the corporation from Successor Corp. to SHELLEY MANUFACTURING COMPANY.

As you know, the name "Shelley Manufacturing Company" will become available upon the approval of your office of the Merger Agreement between Shelley Manufacturing Company, a Florida corporation, and Alco Standard Corporation, an Ohio corporation, concerning which we have conversed in the past. Please hold the enclosed Certificate until such time as you receive from us a telephoned request to file the aforesaid Merger Agreement, and file the Certificate at the same time.

We enclose our check in the amount of \$20.00 in payment of the following:

PRIVILEGE TAX	
G. TAX	
FILING	15.00
C. COPY	5.00
R. A. FEE	
P. COPY	
SEARCH	
TOTAL	20.00
BALANCE DUE	5.00
RECEIVED	

Certificate of Amendment
changing the name of
Successor Corp. to Shelley
Manufacturing Company

\$ 15.00

Certificate under Seal

5.00

Total

\$ 20.00

Very truly yours,

George R. Harper
George R. Harper

GRH:JE
Enclosures

FILED
SEP 29 5 04 PM '71
DEPARTMENT OF REVENUE
TALLAHASSEE, FLORIDA

CERTIFICATE

The undersigned officers of Successor Corp., a Florida corporation, hereby certify that the directors and stockholders of Successor Corp. have approved, in a manner authorized by the law of Florida, the adoption of an amendment to Article First of the Certificate of Incorporation of said corporation, so that such Article First, as amended, shall be and read as follows:

"FIRST: The name of the corporation is
SHELLEY MANUFACTURING COMPANY"

IN WITNESS WHEREOF, the undersigned, being respectively the President and Secretary of said corporation, have respectively signed this certificate as of the 24th day of September, 1971.

SEP 29 5 04 PM '71
DEPT. OF STATE
TALLAHASSEE, FLORIDA

FILED


William F. Drake, Jr.


Hugh G. Moulton

(SEAL)

Sworn to and Subscribed
before me this 24th day
of September, 1971.


Notary Public

RUTH L. BACHTELER
Notary Public, West Harrison Twp., Monro Co.
My Commission Expires April 29, 1974

RICHARD (DICK) STONE
SECRETARY OF STATE
The Capitol
Tallahassee, Florida 32304

State of Florida
Department of State
ANNUAL REPORT
for Corporations and Other Entities

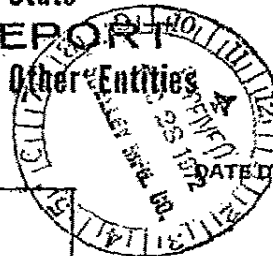
BLK. RT.
U.S. POSTAGE
PAID
MIAMI, FLA.
PERMIT NO. 616

ADDRESS CORRECTION
REQUESTED

DATE DUE: JAN. 1, 1973
DATE DELINQUENT: MAR. 1, 1973

Please refer to this number for future correspondence
regarding this corporation

N 386065-23-08 07/29/71
A SHELLEY MANUFACTURING COMPANY
C BOX 308
MIAMI FLA 33144



38 245

PLEASE TYPE
MAR 12 1973

223*****5.00

CHANGE MAILING ADDRESS TO: N/A

1 Shelley Manufacturing Company 33166
(Exact Corporate Name) Fed. Emp. I.D. No.

3 4225 N.W. 72 Ave., Miami, Dade Florida 33166
(Street Address of Principal Office in Fla.) (City) (County) (State) (Zip)

(Officers Names)	(Title)	(Street Address)	(City)	(State)
(a) Robert J. Shelley	Chairman	181 Levcadenora Dr.	Coral Gables	
(b) Robert J. Shelley, Jr.	President	5900 S.W. 113 Street	Miami	
(c) Arthur B. Dixon	Vice President	1400 Alfonso Ave	Coral Gables	
(d) George R. Shelley	V.P.	6801 Edgewater Dr	Coconut Grove	

(Directors, Trustees, Managers)	(Street Address)	(City)	(State)
(a) Tinkham Veale, II	Pair Elm-Epping Rd	Gates Mills, Ohio	
(b) Myron S. Gellbach Jr.	6029 Joshua Rd	Ft. Washington, Pa.	
(c) John T. Vaughan	Wistaria Rd.	Land-O-Lakes, Florida	
(d) William F. Drake, Jr.	859 Lesley Rd.	Ithaca, Pa.	

6 The Corporate Company 14th Floor, Florida Title Building
(Florida Principal Agent Name) (Florida Street Address) (City) (State) (Zip)

7 General Nature of Business 3530
See page 2
8. Date Formed or Incorporated 7 / 30 / 71
MO DA YR
9. If Foreign Corporation, Date Qualified in Florida / /
MO DA YR

10. Capital Stock (or number and book value of all certificates of interest or participation): SHARES ISSUED
Class or Type (a) Common 1,000 1,000.00
(b) \$
(c) \$ 1,000.00

11. If you do not have Capital Stock, describe the general rules applicable to all members by which the property rights and interests of each are determined

12. Fiscal close of accounting period 12/30
MO DA YR

13. I/WE declare that all Florida documentary stamp taxes applicable to corporate stock (or certificates of interest or participation) transactions for the 12 month period ending Dec. 31, 1972 have been paid as required under Chapter 201, Florida Statutes, and I/WE further declare that this report is true and correct.

(Corporate Seal) Attest: *[Signature]* Secretary or Assistant Secretary
By: *[Signature]* President or Vice President
Shelley Manufacturing Co.

Return Original (with Filing Fee) to DEPARTMENT OF STATE
DRAWER 18
THE CAPITOL
TALLAHASSEE, FLORIDA 32304

Corp - AR73

READ INSTRUCTIONS ON BACK

FILING FEE PER PROFIT ENTITY \$5.00
PER NON-PROFIT ENTITY \$2.00

ADDENDUM I (CONTINUED)

Hugh G. Moulton	Secretary	300 Williams Rd., Ft. Washington, Pa.
William F. Drake, Jr.	General Counsel & Assist. Secty.	859 Lesley Rd., Ithan, Pa.
O. Gordon Brewer, Jr.	Treasurer	3645 Holt Lane, Huntingdon Valley, Pa.
Ann C. Kalp	Asst. Secty.	5555 Wissahickon Ave., Phila., Pa.

147

ADDENDUM II (CONTINUED)

John H. Kennedy	619 College Avenue	Haverford, Pa.
Robert J. Shelley	181 Levcadenora Dr.	Coral Gables, Fla.
Robert J. Shelley, Jr.	5900 S.W. 113th St.	Miami, Fla.
George R. Shelley	6801 Edgewater Dr.	Coconut Grove, Fla.
Arthur B. Dixon, Jr.	1100 Alfonso Ave.	Coral Gables, Fla.

2/2

WARD (DICK) STONE
Secretary of State
THE CAPITOL
TALLAHASSEE, FLA.
32304

STATE OF FLORIDA
DEPARTMENT OF STATE
PRIVILEGE TAX RETURN
FOR CORPORATIONS & OTHER ENTITIES

BLK. RT.
U.S. POSTAGE
PAID
TALLAHASSEE, FLA.
PERMIT #88

ADDRESS CORRECTION REQUESTED

54 0650

3-86045
SHELLEY MANUFACTURING COMPANY
4225 N. W. 72nd Street
Miami, Florida 33166

MAR - 7 175100 - 85.00

DATE DUE: JAN. 1, 1972

DATE DELINQUENT: MAR. 1, 1972

PLEASE TYPE

Change Mailing Address to:

N/A

Zip

(Exact Corporate Name)

Fed. Econ. I.D. No.

1. SHELLEY MANUFACTURING COMPANY

2 59-1364688

(Street Address of Principal Office in Fla.)

(City)

(County)

(State)

(Zip)

3. 4225 N.W. 72nd Ave.

Miami

Dade

Fla.

33166

(Officers Name)

(Title)

(Street Address)

(City)

4.(a) Robert J. Shelley Chairman 181 Levcadenora Dr. Coral Gables
(b) Robert J. Shelley, Jr. President 5900 S.W. 113th St. Miami
(c) Arthur B. Dixon, V.P. Vice Pres. 1100 Alfonso Ave. Coral Gables
(d) George R. Shelley V. P. 6801 Edgewater Dr. Coconut Grove

(Directors, Trustees, Managers)

(Title)

(Street Address)

(City)

5.(a) Tinkham Veale, II Fair Elm - Epping Road Gates Mills, Ohio
(b) Myron S. Gelbach, Jr. 6029 Joshua Rd. Ft. Washington, Pa.
(c) John T. Vaughan Wisteria Road Land O Lakes, Fla.
(d) William F. Drake, Jr. 859 Wesley Rd. Ithaca, Penna.

(Resident Agent Name)

W. F. Holdendum, II

(Street Address)

(City)

6. THE CORPORATION COMPANY 13th Floor, Florida Title Bldg. 110 W. Forsyth St. Jacksonville, Fla. 32207

7. General Nature of Business Kitchen Equipment Date Formed or Incorporated 7/30/71 9. If Foreign Corporation, Date Qualified in Florida / /

10. Capital Stock (or number and book value of all certificates of interest or participation):

Class or Type	Par or Stated Value	Shares Authorized	Number	Book Value
(a) Common	\$1.00	1,000		
(b)				
(c)				
(d)				
(e) Total Book Value of Stock (Certificates) Issued				\$ 1,000

11. If you do not have Capital Stock, describe the general rules applicable to all members by which the property rights and interests of each are determined

12. Close of annual accounting period for this return 9/30/71

13. I/We declare that all Florida documentary stamp taxes applicable to corporate stock (or certificates of interest or participation) transactions for the 12 month period ending Dec. 31 have been paid as required under Chapter 201, Florida Statutes, and I/We further declare that this return is true and correct.

SHELLEY MANUFACTURING COMPANY

(Corporate Seal)

Attest

Assistant Secretary

(Corporate Name)

By:

President

Return Original (with Tax Payment) to DEPARTMENT OF STATE
THE CAPITOL
TALLAHASSEE, FLORIDA 32304

READ INSTRUCTIONS ON BACK

READ INSTRUCTIONS ON BACK

PRIVILEGE TAX - NON-PROFIT ENTITIES \$2.00

PRIVILEGE TAX - NON-PROFIT ENTITIES \$2.00

ADDENDUM I (CONTINUED)

Hugh G. Moulton	Secretary	300 Williams Rd., Ft. Washington, Pa.
William F. Drake, Jr.	General Counsel & Assist. Secty.	859 Lesley Rd., Ithaca, Pa.
O. Gordon Brewer, Jr.	Treasurer	3645 Holt Lane, Huntingdon Valley, Pa.
Ann C. Kalp	Asst. Secty.	5555 Wissahickon Ave., Phila., Pa.

10F2

APPENDUM II (CONTINUED)

John H. Kennedy	619 College Avenue	Haverford, Pa.
Robert J. Shelley	181 Levcadenora Dr.	Coral Gables, Fla.
Robert J. Shelley, Jr.	5900 S.W. 113th St.	Miami, Fla.
George R. Shelley	6801 Edgewater Dr.	Coconut Grove, Fla.
Arthur B. Dixon, Jr.	1100 Alfonso Ave.	Coral Gables, Fla.

2082