

F04000003988

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(Address)

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(Business Entity Name)

(Document Number)

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10/25/04--01047--003 **43.75

FILED
04 OCT 25 AM 8:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N.C.
C. C. Williams NOV 03 2004

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: HCAP STRATEGIES INC FKA FLEXBEN CORP.
(Name of corporation)

DOCUMENT NUMBER: FC4000003988

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

ROBIN L. BRUGMAN
(Name of person)

HCAP STRATEGIES, INC
(Name of firm/company)

10404 N. BAEHR ROAD
(Address)

MEDUON, WI 53092
(City/state and zip code)

For further information concerning this matter, please call:

ROBIN BRUGMAN at (962) 236-1037
(Name of 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
409 E. Gaines Street
Tallahassee, FL 32399

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)

FO4000003988
(Document number of corporation (if known))

1. FLEXBEN CORP
(Name of corporation as it appears on the records of the Department of State)
2. WISCONSIN
(Incorporated under laws of)
3. 07-12-04
(Date authorized to do business in Florida)

FILED
04 OCT 25 AM 8:53
TALLAHASSEE FLORIDA
SECRETARY OF STATE

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? 09-01-2004
5. HCAP STRATEGIES, INC
(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.

(New jurisdiction)

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

KENT SMITH
(Typed or printed name of person signing)

10-19-04
(Date)

PRES
(Title of person signing)

DFI/CORP/38
RECORD 2/00

United States of America

State of Wisconsin



DEPARTMENT OF FINANCIAL INSTITUTIONS

To All to Whom These Presents Shall Come, Greeting:

I, RAY ALLEN, Deputy Administrator, Division of Corporate & Consumer Services, Department of Financial Institutions, do hereby certify that the annexed copy has been compared by me with the record on file in the Corporation Section of the Division of Corporate & Consumer Services of this department and that the same is a true copy thereof and the whole of such record; and that I am the legal custodian of said record, and that this certification is in due form.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and affixed the official seal
of the Department.

A handwritten signature in black ink, appearing to read "Ray Allen".

RAY ALLEN, Deputy Administrator
Division of Corporate & Consumer Services
Department of Financial Institutions

DATE: SEP. 27 2004

BY: A handwritten signature in black ink, appearing to read "Patricia Weber".

Effective July 1, 1996, the Department of Financial Institutions assumed the functions previously performed by the Corporations Division of the Secretary of State and is the successor custodian of corporate records formerly held by the Secretary of State.

4L30M81ret
Art. of Inc.
U.C.

ARTICLES OF INCORPORATION
OF
EMJAY VEBA, INC.

The undersigned, a natural person of the age of twenty-one (21) years or more, for the purposes of forming a corporation under the provisions of Chapter 180 of the Wisconsin Statutes as amended, does adopt the following Articles of Incorporation:

ARTICLE 1. NAME

1.1) The name of the Corporation shall be EMJAY VEBA, INC.

ARTICLE 2. PERIOD OF EXISTENCE

2.1) The period of existence of the Corporation shall be perpetual.

ARTICLE 3. PURPOSES

3.1) The purposes of this Corporation are: To engage in any lawful activity within the purposes for which corporations may be organized under Chapter 180 of the Wisconsin Statutes as amended from time to time, including but not limited thereto because of enumeration herein: any activities in connection with the administration of voluntary employees' beneficiary associations and other similar type plans.

ARTICLE 4. MANAGEMENT

4.1) The management of the Corporation shall be vested in a Board of Directors. The number of Directors shall be fixed by the Bylaws and may be altered by amending the bylaws, but shall never be less than one. The term of office of each Director shall be one (1) year, or until his successor has been elected and qualified. The Directors shall be elected at the annual meeting of the Shareholders. The initial number of Directors shall be one (1).

4.2) The meetings of the Shareholders and Directors may be held inside or outside of the State of Wisconsin. Notice of the time, place and purposes of Shareholders' and Directors meetings, whether required by statute, the Articles or the Bylaws, may be waived in writing by a Shareholder or Director, as the case may be, and such waivers may be given before, at, or after the meeting and shall be filed with the Secretary or entered upon the records of the meeting. Each Director, by

-1-

REQUIRED FOR RECORDING IN

Milwaukee County

2/07/84 WISCONSIN SECTY-STATE
2222 CORY *
2019 \$70.00

01E 0M11

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his attendance and participation in the action taken at any Director's meeting, shall be deemed to have waived notice of such meeting

4.3) Regular and special meetings of the Shareholders and Directors shall be held at such time, and such places as may be designated in the Bylaws or by resolution of the Board of Directors or by written consent of all of the Directors or Shareholders, as the case may be

4.4) The books of the Corporation may be kept inside or outside the State of Wisconsin at such places as may, from time to time, be designated by the Board of Directors or in the Bylaws of the Corporation.

4.5) The annual meeting of the Board of Directors shall be held as soon as practicable following the annual meeting of the Shareholders.

4.6) Vacancies in the Board of Directors shall be filled by the remaining members of the Board, though less than a quorum, and each person so elected shall be a Director until his successor is elected by the Shareholders who may make such election at their next annual meeting or any special meeting duly called for that purpose.

4.7) Any action which may be taken at a meeting of Shareholders or at a meeting of Directors may be taken without a meeting if authorized by a writing signed by all holders of shares, who would be entitled to notice of the meeting for such purposes in the case of Shareholders' meetings and by all of the Directors in case of a Directors' meeting. Whenever a certificate in respect to any such action is required to be filed in the office of the Secretary of State, the officer signing the same shall state therein the action was affected in the manner aforesaid.

ARTICLE 5 OFFICERS

5.1) Executive officers of the Corporation shall be a President, Secretary, and Treasurer, and the Bylaws of the Corporation may provide for, or may be amended to provide for, one or more Vice Presidents and other officers. Such executive officers shall be elected by the Board of Directors at each annual meeting.

5.2) Any officer may be removed by the Board of Directors with or without cause. Such removal shall be without prejudice to the contract rights of the persons removed.

ARTICLE 6. POWERS AND REGULATIONS

6.1) For the regulation of the business and for the conduct of the affairs of the Corporation, and for the creation, definition and regulation of the powers of the Corporation and of its Directors and Shareholders, in furtherance and not in limitation to the powers conferred by statute or in these Articles, it is further provided:

1. That the Corporation is expressly authorized:
 - a. To acquire, hold, use, sell, lease, grant licenses in respect of, mortgage, or otherwise dispose of Letters Patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, relating to or useful in connection with any business of this Corporation.
 - b. To purchase, hold, sell and re-issue the shares of its own capital stock and enter into agreements with Shareholders for the repurchase of their stock.
 - c. To enter into obligations or contracts of any kind or nature with any person, firm, association, corporation, municipality, county, state, province, body politic, including the United States and any foreign government and any colony or dependency.
2. That the Board of Directors is expressly authorized:
 - a. To accept or reject subscriptions for shares and to issue the shares of the capital stock of this Corporation to the full amount and number of shares authorized by the Articles of Incorporation in such amounts and for such consideration as from time to time shall be determined by the Board, except as otherwise provided in these Articles.
 - b. To make and alter the Bylaws of this Corporation, except those fixing their number, qualifications, or terms of office, subject to the power of the Shareholders to enact, change or repeal such Bylaws.
 - c. By unanimous affirmative action of the entire Board, to designate three (3) or more of its number to constitute an executive committee, which, to the extent determined by affirmative action of the entire Board, shall have and exercise the authority of the Board in the management of the business of the Corporation, according to the provisions of Chapter 180 of the Wisconsin Statutes.

- d. When and as authorized by the affirmative assent of holders of shares entitling them to exercise at least fifty-one percent (51%) of the voting power on such proposal, the Board of Directors shall have power and authority by action taken at any meeting of the Board to sell, lease, exchange, or otherwise dispose of all or substantially all of its property and assets, including its goodwill, upon such terms and conditions and for such considerations, which may be money, shares, bonds or other instruments for the payment of money or other property as the Board of Directors deems expedient.

6.2) In the absence of fraud, no contract or other transaction between the Corporation and any other corporation and no act of the Corporation shall in any way be invalidated or otherwise affected by the fact that any one or more of the Directors of the Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any Director of the Corporation individually or any firm or association of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, provided that the fact that he individually or such firm or association is so interested shall be disclosed or shall have been known to the Board of Directors of the Corporation or a majority thereof; and any Director of the Corporation, who is also a director or officer of such other corporation or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors or of any committee of the Corporation which shall authorize any such contract or transaction and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation and not so interested.

ARTICLE 7. AMENDMENTS

7.1) The Corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute and all rights conferred upon Shareholders herein are granted subject to this reservation.

7.2) Any amendment may be adopted by the affirmative vote of the holders of fifty-one percent (51%) of the voting power of all Shareholders entitled under these Articles to vote, except as may be otherwise prescribed by the laws of the State of Wisconsin.

ARTICLE 8. STOCK

8.1) The total number of shares of all classes of stock which the Corporation shall have authority to issue is Two Thousand Eight Hundred (2,800) shares of No Par Value Stock.

8.2) Upon any issue for money or other consideration, of any stock of the Corporation, or upon its purchase by the Corporation, whether authorized by these Articles of Incorporation or by subsequent increases of capital, and whether preference or common stock, no Shareholder shall be entitled of right to subscribe for, purchase, or receive any proportionate or other share of the stock so to be issued; provided, however, that any issue and allocation of stock, other than stock issued as a stock dividend, which may be made subsequent to the original issue and allocation of stock of this Corporation shall require the affirmative vote of the holders of fifty-one percent (51%) of the voting power of all Shareholders entitled under these Articles to vote. Subject to the foregoing provisions, the Board of Directors may dispose of all such stock issued or so purchased to such party or parties, and upon such terms generally as they may see fit.

8.3) At each meeting of the Shareholders, each holder of record of common stock shall be entitled to one (1) vote for each share of common stock held by him. Such right to vote shall be subject to the provisions of the Bylaws of the Corporation as from time to time amended with respect to closing the transfer books and fixing of a record date for the determination of Shareholders entitled to vote.

ARTICLE 9. INCORPORATOR

9.1) The name and address of the incorporator is: John Michael Maier,
105 Lansing, Madison, Wisconsin 53714.

ARTICLE 10. REGISTERED AGENT & OFFICE

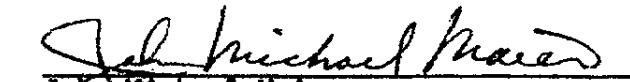
10.1) The address of the registered office at the time of the adoption of these Articles is 3836 North Murray Avenue, Shorewood, Wisconsin 53211.

10.2) The name of the registered agent at such address at the time of the adoption of these Articles is Louis A. Maier, III.

ARTICLE 11. INITIAL DIRECTOR


11.1) The initial Director shall be Louis A. Maier, III.

Executed in duplicate on this 3rd day of February, 1984.


John Michael Maier

STATE OF WISCONSIN }
COUNTY OF MILWAUKEE } ss.

On this 3rd day of February, 1984, appeared before me John Michael Maier, to me known to be the person named in and who acknowledged that he executed the same as his free act and deed for the uses and purposes therein expressed.


Notary Public, State of Wisconsin
My Commission is Permanent.
(Attorney)

This instrument was drafted by
Louis Maier and Thomas P. Glenbocki
of Maier and Fitzpatrick, Ltd.
161 West Wisconsin Avenue
Milwaukee, Wisconsin 53203

(414) 224-9595

MAIER & FITZPATRICK
Record in Milwaukee County

Return To

MAIER AND FITZPATRICK, LTD.
161 WEST WISCONSIN AVENUE
MILWAUKEE, WISCONSIN 53203

STATE OF WISCONSIN
FILED

#70.00

FEB 6 1984

DOUGLAS LA FOLLETTE
SECRETARY OF STATE

MAIER AND FITZPATRICK, LTD.
161 WEST WISCONSIN AVENUE
MILWAUKEE, WISCONSIN 53203

FORM 4-SEC STATE 1977
Stock - AMENDMENT

State of Wisconsin
SECRETARY OF STATE
Madison, Wisconsin 53702

CORPORATION DIVISION

Resolved, That Article I of the Articles of Incorporation shall be changed to FlexBen Corp. effective upon filing.

RECEIVED
JAN 24 1987
STATE OF WISCONSIN
SECRETARY OF STATE
MADISON, WISCONSIN 53702

The undersigned officers of EMJAY VEB, INC.

(Use correct and complete corporate name)

certify:

1. The foregoing amendment of the articles of incorporation of said corporation was consented to in writing by the holders of all shares entitled to vote with respect to the subject matter of said amendment, duly signed by said shareholders or in their names by their duly authorized attorneys. (See instruction 2 and 5)

OR: The foregoing amendment of the articles of incorporation of said corporation was adopted by the shareholders on the _____ day of _____ 19____ by the following vote:
(See instructions 3 and 4)

Class	Number of SHARES outstanding	Number of SHARES entitled to vote
Common		
Preferred		

VOTE ON ADOPTION

Number of
affirmative
votes
CAST

Number of
affirmative
votes
REQUIRED

3. (See instruction 6).

THIS DOCUMENT SHOULD BE RECORDED IN MILWAUKEE COUNTY.

Executed in duplicate and seal (if any) affixed this 14th day of January, 19 87

(Affix seal or state that there is none)

This document was drafted by Attorney Janet M. Neal

(Please print or type name)

Louis A. Maier, III
President

John Michael Maier
Secretary

(See instruction 11)

Name Change

Mr. [Signature]
\$25

Mail Returned Copy to:
(FILL IN THE NAME AND ADDRESS HERE)

JMN
WEISS, BERNOWSKI,
READY & DONAHUE
ATTORNEYS AT LAW
1800 First Savings Bldg.
700 North Water Street
Milwaukee, Wisconsin 53202

STATE OF WISCONSIN
FEB 11 1987
DOUGLAS LA FOLLETTE
SECRETARY OF STATE

INSTRUCTIONS

1. Any amendment may be effected in either of two ways. The first method is by vote of the shareholders at a shareholders meeting. The second method is by written consent of the shareholders, without a meeting.

2. If the amendment is effected by written consent, use item 1 and strike item 2.
3. If the amendment is effected by vote of shareholders, use item 2 and strike item 1.

4. Section 180.25 Wis. Stats. covers the vote necessary to adopt an amendment. For corporations organized on or after January 1, 1973, the statutory minimum is a majority of the shares entitled to vote on the matter. For corporations previously organized the statutory minimum is 2/3 of the shares entitled to vote unless the Articles provide for the majority vote. (If class voting is applicable the same minimum requirements must be met for each class as well as for the total shares entitled to vote.)

5. When the amendment is effected by written consent, ALL shareholders entitled to vote on the subject matter must sign the consent. See section 180.52 to determine what classes or series are entitled to vote on the subject matter.

6. The space at item 3 is for use in complying with subsecs. (6) and (7) of Sec. 180.53 of the statutes, reading:
(6) If such amendment provides for an exchange, reclassification or cancellation of issued shares, and if the manner in which the same shall be effected is not set forth in the amendment, then a statement of the manner in which the same shall be effected;
(7) If such amendment effects a change in the amount of stated capital, then a statement of the manner in which the same is effected and a statement, expressed in dollars, of the amount of stated capital as changed by such amendment.

7. Execute and submit in duplicate original. Furnish Secretary of State with two identical copies of the document. One copy will be retained (filed) by Secretary of State and the other copy returned as you indicate in the space above. The copy that is returned must be recorded with the Register of Deeds of the county in which the registered office of the corporation is located.

8. Affix corporate seal. Make sure that each of the copies of the document has an impression of the corporate seal. If the corporation does not have a seal, write or type "NO SEAL" on each of the copies.

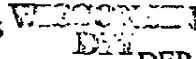
9. Have the President and Secretary of the corporation sign. A Vice-President may sign in lieu of the President, and an Assistant Secretary may sign in lieu of the Secretary. Make sure that each of the copies has original signatures — carbon copy, xerox, or rubber stamp signatures are not acceptable.

10. FEES. The fee for filing amendment is \$17, or more, to be submitted with the document. Make check or money order payable to SECRETARY OF STATE. Your cancelled check is your receipt. If the amendment relates to shares, ADDITIONAL FEE may be due. The basic rate on shares is \$1.25 per \$1000 on shares having par value, and/or 2½ cents per share on shares of no par value. Compute the fee at such rates on the aggregate number of authorized shares AFTER giving effect to the amendment. Deduct therefrom the fee applicable to the authorized shares BEFORE amendment. The remainder, if any, is the additional fee due.

11. Section 14.38(14) Wisconsin Statutes provides that this document shall not be recorded unless the name of the person (individual) who, or the governmental agency which, drafted it is printed, typewritten, stamped or written thereon in a legible manner. The statement printed on this document, if completed, complies with this provision. This must be completed on each of the duplicate originals.

BASIC FILING FEE - \$ 25 (EFFECTIVE JULY 1, 1980)

Sec. 180.1006
Wis. Stats.



State of Wisconsin
DEPARTMENT OF FINANCIAL INSTITUTIONS
Division of Corporate & Consumer Services



01 1E11292

ARTICLES OF AMENDMENT - STOCK, FOR-PROFIT CORPORATION

A. The present corporate name (prior to any change effected by this amendment) is:

FLEXBEN CORP.

(Enter Corporate Name)

Text of Amendment (Refer to the existing articles of incorporation and the instructions on the reverse of this form. Determine those items to be changed and set forth the number identifying the paragraph in the articles of incorporation being changed and how the amended paragraph is to read.)

RESOLVED, THAT the articles of incorporation be amended as follows:

Change Article 1.1 to read as follows:

"The name of the Corporation shall be HCAP STRATEGIES, INC."

ok
dm

FILING FEE - \$40.00 See instructions, suggestions and procedures on following pages.

B. Amendment(s) adopted on effective September 1, 2004

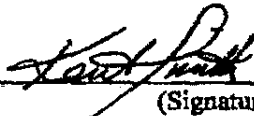
(Indicate the method of adoption by checking (X) the appropriate choice below.)

- ☐ In accordance with sec. 180.1002, Wis. Stats. (By the Board of Directors)
- OR
- ☒ In accordance with sec. 180.1003, Wis. Stats. (By the Board of Directors and Shareholders)
- OR
- ☐ In accordance with sec. 180.1005, Wis. Stats. (By Incorporators or Board of Directors, before issuance of shares)

C. Executed on 09-01-04

(Date)

Title: ☒ President ☐ Secretary
or other officer title _____


(Signature)

Kent Smith
(Printed name)

This document was drafted by Joseph S. Heino, Davis & Kuelthau, s.c.
(Name the individual who drafted the document)

INSTRUCTIONS (Ref. sec. 180.1006 Wis. Stats. for document content)

Submit one original and one exact copy to Dept. of Financial Institutions, P O Box 7846, Madison WI, 53707-7846, together with a **FILING FEE** of \$40.00 payable to the department. Filing fee is non-refundable. (If sent by Express or Priority U.S. mail, address to 345 W. Washington Ave., 3rd Floor, Madison WI, 53703). The original must include an original manual signature, per sec. 180.0120(3)(c), Wis. Stats. **NOTICE:** This form may be used to accomplish a filing required or permitted by statute to be made with the department. Information requested may be used for secondary purposes. If you have any questions, please contact the Division of Corporate & Consumer Services at 608-261-7577. Hearing-impaired may call 608-266-8818 for TDY.

ARTICLES OF AMENDMENT - Stock, For-Profit Corporation

Chapter 180

F

Joseph S. Heino, Esq.

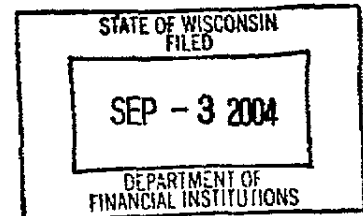
Davis & Kuelthau, S.C.

111 E. Kilbourn Ave., Ste. 1400

Milwaukee, WI 53202

-Change Name

▲ Your return address and phone number during the day: (414) 225-1452

INSTRUCTIONS (Continued)

A. State the name of the corporation (before any change effected by this amendment) and the text of the amendment(s). The text should recite the resolution adopted (e.g., "Resolved, that Article 1 of the articles of incorporation be amended to read: (enter the amended article). If an amendment provides for an exchange, reclassification or cancellation of issued shares, state the provisions for implementing the amendment if not contained in the amendment itself.

B. Enter the date of adoption of the amendment(s). If there is more than one amendment, identify the date of adoption of each. Mark (X) one of the three choices to indicate the method of adoption of the amendment(s).

By Board of Directors - Refer to sec. 180.1002 for specific information on the character of amendments that may be adopted by the Board of Directors without shareholder action.

By Board of Directors and Shareholders - Amendments proposed by the Board of Directors and adopted by shareholder approval. Voting requirements differ with circumstances and provisions in the articles of incorporation. See sec. 180.1003, Wis. Stats., for specific information.

By Incorporators or Board of Directors - Before issuance of shares - See sec. 180.1005, Wis. Stats., for conditions attached to the adoption of an amendment approved by a vote or consent of less than 2/3rds of the shares subscribed for.

C. Enter the date of execution and the name and title of the person signing the document. The document must be signed by one of the following: An officer of the corporation (or incorporator if directors have not been elected), or a court-appointed receiver, trustee or fiduciary. A director is not empowered to sign.

If the document is executed in Wisconsin, sec. 182.01(3) provides that it shall not be filed unless the name of the person (individual) who drafted it is printed, typewritten or stamped thereon in a legible manner. If the document is not executed in Wisconsin, enter that remark.

FILING FEE - \$40.00.

DFI/CORP/41(R02/05/04)

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