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October 20, 2000

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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*****70.00 *****70.00

Re: RHEEM TEAM DEALERS OF SOUTHWEST FLORIDA, INC., a Non Profit Corporation

Ladies & Gentlemen:

Enclosed please find an original and two copies of the Articles of Incorporation and Certificate of Place of Business and Designation of Resident Agent for the captioned corporation. Also enclosed please find this firm's check in the amount of \$70.00. This is to request you return a file stamped copy of the articles in the enclosed envelope.

Should you have any questions please do not hesitate to contact this office.

Sincerely yours,

George P. Langford
George P. Langford

00 OCT 27 AM 9:39
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

enclosures

cc: Paul Jackson
3727 Enterprise Avenue
Naples, Florida 34103

GPL/dcm

ARTICLES OF INCORPORATION
OF
RHEEM TEAM DEALERS OF SOUTHWEST FLORIDA, INC.
A Non Profit Corporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned by these Articles associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE 1
Name

The name of the corporation shall be **RHEEM TEAM DEALERS OF SOUTHWEST FLORIDA, INC.** For convenience, the corporation shall be referred to in this instrument as the "Association" or "Corporation".

ARTICLE 2
Principal Place of Business

2.1 The principal place of business, street address of the initial principal office and mailing address of this corporation is 3727 Enterprise Avenue, Naples, Florida 34104.

ARTICLE 3
Purpose

3.1 The purpose for which the Association is organized is to provide an entity pursuant to Chapter 718, Florida Statutes, for the operation and management of a trade organization furthering, promoting and generally acting in the best interest of RHEEM TEAM Air Conditioning dealers in Collier County, Lee County and Charlotte County, Florida designated by the **RHEEM MANUFACTURING COMPANY** as "**RHEEM TEAM DEALERS**".

3.2 The Corporation shall make no distribution of income to its members, directors or officers.

ARTICLE 4
Powers

The powers of the Corporation shall include and be governed by the following provisions:

4.1 The Corporation shall have all of the common-law and statutory powers of a corporation not for profit not in conflict with the terms of these Articles, including but not limited to the power:

A. To make and collect assessments against members to defray the costs, expenses and losses of the Association.

B. To use the proceeds of assessments in the exercise of its powers and duties.

4.2 The Powers of the Corporation shall be subject to and shall be exercised in accordance with the provisions of the By-Laws of the Association and Rules and Regulations established by **RHEEM MANUFACTURING COMPANY**.

ARTICLE 5
Members

5.1 The members of the Association shall consist of all of all air conditioning dealers in Charlotte County, Florida, Collier County, Florida, and Lee County, Florida, designated, from time to time, by the **RHEEM MANUFACTURING COMPANY** as “**RHEEM TEAM DEALERS.**” If a member designated by the **RHEEM MANUFACTURING COMPANY** as a “**RHEEM TEAM DEALER**” is terminated by the **RHEEM MANUFACTURING COMPANY** then that member’s membership is terminated without further action by the this Corporation.

5.2 Each member shall be entitled to one vote. Said vote shall be made by the President of a corporate member or a general partner of a general or limited partnership, unless the member gives other direction in writing to the Corporation.

5.3 The names and addresses of the initial members of the corporation are as follows:

1. **JACKSON TOTAL SERVICE, INC., a Florida Corporation, 3727 Enterprise Avenue, Naples, Florida 34104;**
2. **BRUNSWICK ENTERPRISES OF SOUTHWEST FLORIDA, INC., a Florida Corporation d/b/a J&M AIR CONDITIONING, 6261 Metro Plantation Road, Fort Myers, Florida 33912;**
3. **WEATHER CONTROL AIR CONDITIONING, INC., a Florida Corporation, 606 Center Road, Ft. Myers, FL 33907;**
4. **KOBIE KOOLING, INC., a Florida Corporation, 15818 Anderson Lane, Fort Myers, FL 33912;**
5. **CJ'S HEATING & AIRCONDITIONING OF SOUTHWEST FLORIDA, INC., a Florida Corporation, 1020 NE Pine Island Road, Suite 107, Cape Coral, FL 33915;**
6. **DEAN C. FITE d/b/a DEAN FITE AIR CONDITIONING, 18494 Geranium Road, Fort Myers, FL 33912;**
7. **THOMAS BLALOCK d/b/a BLALOCK'S HEATING & COOLING, 1027 SE 12th Court, Cape Coral, FL 33990.**

ARTICLE 6

Directors

6.1 The affairs of the Corporation will be managed by a board consisting of one person designated by each member.

6.2 Directors of the Association shall not be elected, but shall include one representative designated by each member as designated from time to time by each respective member.

6.3 The names and addresses of the members of the first board of directors who shall hold

office until their successors are elected and have qualified, or until removed, are as follows:

- A. **JACKSON TOTAL SERVICE, INC., a Florida Corporation, represented by PAUL D. JACKSON, 3727 Enterprise Avenue, Naples, Florida 34104;**
- B. **BRUNSWICK ENTERPRISES OF SOUTHWEST FLORIDA, INC., a Florida Corporation d/b/a J&M AIR CONDITIONING, represented by ROGER M. BRUNSWICK, 6261 Metro Plantation Road, Fort Myers, Florida 33912;**
- C. **WEATHER CONTROL AIR CONDITIONING, INC., a Florida Corporation, represented by WILLIAM S. SERVICK, 606 Center Road, Ft. Myers, FL 33907;**
- D. **KOBIE KOOLING, INC., a Florida Corporation, represented by FRED H. KOBIE, 15818 Anderson Lane, Fort Myers, FL 33912;**
- E. **CJ'S HEATING & AIRCONDITIONING OF SOUTHWEST FLORIDA, INC., a Florida Corporation, represented by DAVID K. AUGER, 1020 NE Pine Island Road, Suite 107, Cape Coral, FL 33915;**
- F. **DEAN C. FITE d/b/a DEAN FITE AIR CONDITIONING, 18494 Geranium Road, Fort Myers, FL 33912;**
- G. **THOMAS BLALOCK d/b/a BLALOCK'S HEATING & COOLING, 1027 SE 12th Court, Cape Coral, FL 33990.**

6.4 The directors and officers may lawfully and properly exercise the powers set forth herein, notwithstanding the fact that some or all of them who may be directly or indirectly involved in the exercise of such powers and in the negotiation or consummation, or both, of Agreements executed pursuant to such powers are some or all of the persons with whom the Association enters into such Agreements or who are employed by or own some or all of the proprietary interest in the entity or entities with whom the Association enters into such Agreements.

ARTICLE 7
Officers

The affairs of the Association shall be administered by the officers designated in the By-Laws. The officers shall be elected by the board of directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the board of directors. The names and addresses of the officers who shall serve until their successors are designated by the board of directors as follows:

President:	PAUL D. JACKSON
Vice President:	ROGER BRUNSWICK
Secretary:	DEAN FITE
Treasurer:	WILLIAM S. SERVICK

ARTICLE 8
Indemnification

Every director and every officer in the Association, and every member of the Association serving the Association at its request, shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding (including an appeal) to which he may be a part or in which he may become involved by reason of his being or having been a director or officer of the Association, or by reason of his serving or having served the Association at its request, whether or not he is a director or officer or is serving at the time such expenses are incurred, except when the person is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties or willfully and knowingly fails to comply with the Declaration of Condominium, Articles of Incorporation and By-Laws or Chapter 718, Florida Statutes; provided that in the event of a

settlement the indemnification shall apply only when the board of directors approves such settlement and reimbursement as being for the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which that person may be entitled.

ARTICLE 9
By-laws

The first By-Laws of the Association shall be adopted by the board of directors and may be altered, amended or rescinded by the members in the manner provided by the By-Laws.

ARTICLE 10
Amendments

Amendments to the Articles of Incorporation shall be proposed and adopted by the members in the following manner:

10.1 Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

10.2 An amendment shall be approved by a vote of not less than two-thirds of all the members of the Association. Members not present in person or by proxy at the meeting considering the amendment may express their approval in writing.

ARTICLE 11
Term

The term of the Association shall be perpetual.

ARTICLE 12
Subscribers

The name and address of the person forming this corporation is: **PAUL D. JACKSON, 3727 Enterprise Avenue, Naples, Florida 34104.**

ARTICLE 13
Registered office and Resident Agent

The street address of the initial registered office of this corporation is: **3727 Enterprise Avenue, Naples, Florida 34104**, the name and address of the initial registered agent of this corporation is **PAUL D. JACKSON, 3727 Enterprise Avenue, Naples, Florida 34104**.

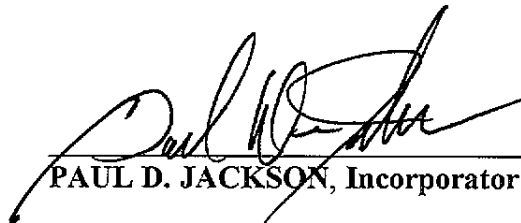
ARTICLE 14
Annual meeting

The annual meeting of the members shall be held at the office of the corporation on the first Tuesday of each October of every year. The executive officers of this corporation shall be a President, a Secretary, Treasurer and at the option of the directors, one or more Vice-Presidents. The office of any two or more may be held by the same person. Such executive officers shall be elected by the members at each annual meeting as aforesaid. The directors shall have the power to fill any vacancy in any office.

ARTICLE 15
Initial meeting

The first meeting of the incorporator, directors and members for the purpose of organizing and adopting By-laws and election of officers shall be held at the office of the corporation.

IN WITNESS WHEREOF, the parties hereto have hereunto set their hands and seals
this 18th day of October, 2000.



PAUL D. JACKSON, Incorporator

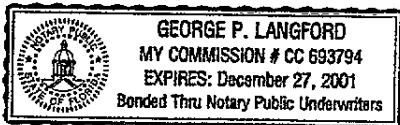
STATE OF FLORIDA
COUNTY OF COLLIER

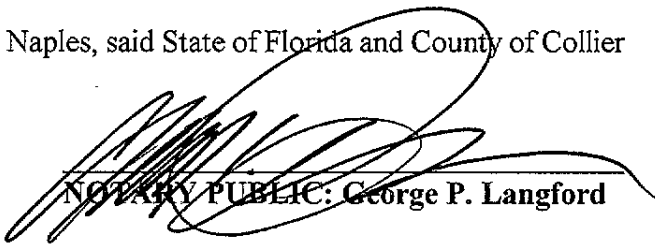
I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared PAUL D. JACKSON, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same and he provided _____ as identification.

WITNESS my hand and official seal at Naples, said State of Florida and County of Collier this 18th day of October, 2000.

My Commission Expires:

(Notary Seal)

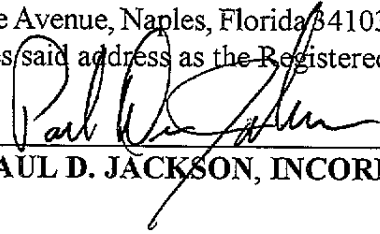



NOTARY PUBLIC: George P. Langford

CERTIFICATE OF PLACE OF BUSINESS
AND DESIGNATION OF RESIDENT AGENT OF
RHEEM TEAM DEALERS OF SOUTHWEST FLORIDA, INC.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That **RHEEM TEAM DEALERS OF SOUTHWEST FLORIDA, INC.**, desiring to organize under the laws of the **State of Florida**, with its principal place of business as indicated in the Articles of Incorporation located in **Naples**, County of **Collier**, State of **Florida**, has named **PAUL D. JACKSON**, whose address is 3727 Enterprise Avenue, Naples, Florida 34103, as its agent to accept service of process in this State, and designates said address as the Registered Office.



PAUL D. JACKSON, INCORPORATOR

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and to comply with the provisions of said act relative to keeping said office open.



PAUL D. JACKSON, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA