

SENT BY:

3-18-96 10:00

GEIGER KASDIN

10/17

1/18/96  
((H96000003785)))  
TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399  
FAX: (904) 922-4000

CONTACT: BEVERLY O RIEDY  
PHONE: (305) 372-5000  
FAX: (305) 372-0052

DOCUMENT TYPE: FLORIDA NON-PROFIT CORPORATION  
NAME: ASSOCIATION OF SHUTTER MANUFACTURERS, INC.  
FAX AUDIT NUMBER: H96000003785  
DATE REQUESTED: 03/18/1996  
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ACCOUNT NUMBER: 076030000723

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STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399  
FAX: (904) 922-4000

FROM: GEIGER, KASDIN, HEILER & KUPERSTEIN,  
1428 BRICKELL AVE  
6TH FLOOR  
MIAMI FL 33131  
CONTACT: BEVERLY O RIEDY  
PHONE: (305) 372-5000  
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STATE OF FLORIDA

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**NON-PROFIT ARTICLES OF INCORPORATION  
OF  
ASSOCIATION OF SHUTTER MANUFACTURERS, INC.**

ARTICLE I  
NAME

**ARTICLE II**  
**PRINCIPAL OFFICE OF BUSINESS AND MAILING ADDRESS**

## ARTICLE III GENERAL NATURE OF BUSINESS

#### ARTICLE IV CHARITABLE RESTRICTIONS AND LIMITATIONS

(1) No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

1. WORKING LIST OF FRANCHISES IN PHOENIX AREA 424

FA# : H96-3785

of statements), any political campaign on behalf of any candidate for public office; nor shall the corporation engage in any activities that are unlawful under applicable federal, state, or local laws.

(3) The corporation shall not (a) operate for the purpose of carrying on a trade or business for-profit, (b) engage in any prohibited transactions as described in §503 of the Internal Revenue Code of 1986, and (c) accumulate income, invest income, or divert income, in a manner endangering its exempt status by virtue of §504 of the Internal Revenue Code.

#### ARTICLE V CORPORATE POWERS

As a means of accomplishing the purposes set forth in Article III hereof, the corporation shall have the following powers:

(1) To accept, acquire, receive, take, and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever kind, nature, or description and wherever situated.

(2) To sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of, any such property, both real and personal, as the objects and purposes of the corporation may require, subject to such limitations as may be prescribed by law.

(3) To borrow money, and, from time to time, to make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the corporation wherever situated, whether now owned or hereafter to be acquired.

(4) To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, or in such other securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant, or gift, provided such limitations and conditions are not in conflict with the provisions of §501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

(5) In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which now are or hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth, or

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FA#: H96-3785

necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the corporation, subject to the further limitation and condition that, notwithstanding any other provision of this certificate, only such powers shall be exercised as are in furtherance of the tax-exempt purposes of the corporation and as may be exercised by an organization exempt under §501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended and by any organization contributions to which are deductible under §170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

**ARTICLE VI**  
**TERM OF EXISTENCE**

This corporation shall exist perpetually.

**ARTICLE VII**  
**MEMBERSHIP**

The Corporation shall have no members, other than the Board of Directors of the Corporation, who shall be considered members under Florida Statute §617.0601. No member shall have any right to vote, except as their right to vote as a member of the Board of Directors of the Corporation. The Board of Directors may form a non-voting membership to the Corporation which will have the authority to make recommendations to the Officers and the Board of Directors regarding the affairs of the Corporation.

**ARTICLE VIII**  
**INCORPORATORS**

The name and address of each Incorporator of these Articles of Incorporation are as follows:

**NAME**

**ADDRESS**

KEITH J. BLUM, ESQ.

1428 Brickell Avenue, 6th Floor  
Miami, Florida 33131

**ARTICLE IX**  
**OFFICERS**

(1) The affairs of the corporation will be managed by a President, Vice-President, Secretary-Treasurer, and such other officers with such powers and duties as may be appointed and determined by the Board of Directors.

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FA#: H96-3785

(2) The officers of the corporation shall be appointed at the annual meeting of the Board of Directors of the corporation.

(3) The names and addresses of the officers of the corporation who are to serve until the first appointment under these Articles of Incorporation are as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
LENNARD BECKER	President	8800 N.W. 79th Avenue Medley, Florida 33166
DOMINIC STAMMIELLO	Vice-President	8800 N.W. 79th Avenue Medley, Florida 33166
MICHAEL LILLEY	Secretary/Treasurer	8800 N.W. 79th Avenue Medley, Florida 33166

#### ARTICLE X DIRECTORS

(1) The affairs of this corporation shall be conducted by a Board of Directors consisting of not fewer than 3 nor more than 9 directors, who shall be elected in accordance with the By-Laws.

(2) The names and addresses of the Directors until the first election of the Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
LENNARD BECKER	8800 N.W. 79th Avenue Medley, Florida 33166
DOMINIC STRAMMIELLO	8800 N.W. 79th Avenue Medley, Florida 33166
MICHAEL LILLEY	8800 N.W. 79th Avenue Medley, Florida 33166

FA#: H96- 3785

**ARTICLE XI**  
**BY-LAWS AND AMENDMENTS**

(1) The By-Laws of this corporation shall be adopted by the vote of the majority of the Board of Directors of the corporation. The By-Laws of the corporation shall be amended by the action of a majority of the Board of Directors of the corporation.

(2) The provisions of these Articles of Incorporation may be amended, altered or rescinded by the unanimous vote of the Board of Directors of the Corporation.


**ARTICLE XII**  
**STREET ADDRESS AND DESIGNATION OF REGISTERED AGENT**

The street address of the initial Registered Office of this Corporation is 1428 Brickell Avenue, 6th Floor, Miami, Florida 33131, and the name of the initial Registered Agent of this Corporation at that address is THOMAS J. PALMIERI, ESQ.

**ARTICLE XIII**  
**DISTRIBUTION UPON DISSOLUTION**

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute all assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious or scientific purposes as shall at the time qualify as an organization or organizations described in §501(c)(3) of the Internal Revenue Code of 1986, as the Board of Directors shall determine or as may be determined by a court of competent jurisdiction upon application of the Board of Directors.

The undersigned Incorporators have executed these Articles of Incorporation this 18th day of MARCH, 1996.

  
\_\_\_\_\_  
KEITH J. BLUM, ESQ., Incorporator

FA#: H96- 3785


FA# H96- 3785

**CERTIFICATE DESIGNATING REGISTERED OFFICE  
FOR SERVICE OF PROCESS  
WITHIN THE STATE OF FLORIDA, NAMING REGISTERED AGENT  
UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTIONS 607.0501 AND 48.091, FLORIDA STATUTES,  
THE FOLLOWING IS SUBMITTED:

THAT ASSOCIATION OF SHUTTER MANUFACTURERS, INC., DESIRING TO  
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, HAS  
NAMED THOMAS J. PALMIERI, ESQ. LOCATED AT 1428 BRICKELL AVENUE, 6TH  
FLOOR, MIAMI, DADE COUNTY, FLORIDA 33131, ITS REGISTERED AGENT TO  
ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.

DATE: MARCH 18, 1996

  
\_\_\_\_\_  
KEITH J. BLUM, ESQ., Incorporator

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED  
CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY  
AGREE TO ACT IN THE CAPACITY OF REGISTERED AGENT, AND I FURTHER  
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE  
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

  
\_\_\_\_\_  
THOMAS J. PALMIERI, ESQ.

FA# H96- 3785

SENT BY:

5/13/96

12:35

GEIGER, KASDIN

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N96000001468

5/13/96

FLORIDA DIVISION OF CORPORATIONS

12:35 PM

PUBLIC ACCESS SYSTEM

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ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399

FROM: GEIGER, KASDIN, HELLER & KUPERSTEIN,  
1428 BRICKELL AVE  
6TH FLOOR  
MIAMI FL 33131-

FAX: (904) 922-4000

CONTACT: BEVERLY O RIEDY

PHONE: (305) 372-5000

FAX: (305) 372-0052

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DOCUMENT TYPE: BASIC AMENDMENT

NAME: ASSOCIATION OF SHUTTER MANUFACTURERS, INC.

FAX AUDIT NUMBER: H96000006747

CURRENT STATUS: REQUESTED

DATE REQUESTED: 05/13/1996

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Corporations

Florida

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55 MAY 13 1996

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PA#: H96-6747

**AMENDED AND RESTATED  
NON-PROFIT ARTICLES OF INCORPORATION  
OF  
ASSOCIATION OF SHUTTER MANUFACTURERS, INC.**

The undersigned, pursuant to the provisions of Chapter 617 of the Florida Statutes, hereby adopts the following Amended and Restated Articles of Incorporation. The original articles were filed on March 18, 1996 for the purpose of forming a non-for-profit corporation under the laws of the State of Florida. These Amended and Restated Articles of Incorporation have been approved and adopted by the unanimous approval of the members of the Corporation in accordance with Section 617.1007 of the Florida Statute at a meeting held on May 13, 1996. The Department of State Document Number for the Corporation is N96000001468.

**ARTICLE I  
NAME**

The name of the corporation shall be ASSOCIATION OF SHUTTER MANUFACTURERS, INC.

**ARTICLE II  
PRINCIPAL OFFICE OF BUSINESS AND MAILING ADDRESS**

The principal office and mailing address of the corporation shall be: 8800 N.W. 79th Avenue, Medley, Florida 33166.

**ARTICLE III  
GENERAL NATURE OF BUSINESS**

This Corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida.

Keith J. Blum, Esq.  
GEIGER, KASDIN, HELLER, KUPERSTEIN,  
CHAMES & WEIL, P.A.  
1428 Brickell Avenue, 6th Floor  
Miami, Florida 33131  
Telephone: (305) 372-5000  
Facsimile: (305) 372-0052  
Florida Bar Number: 879185

PA#: H96-6747

FAM: H96- 6747

**ARTICLE IV**  
**RESTRICTIONS AND LIMITATIONS**

The purposes and operation of this corporation shall be specifically restricted and limited as follows:

- (1) No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.
- (2) The Corporation shall not in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office; nor shall the corporation engage in any activities that are unlawful under applicable federal, state, or local laws.
- (3) The corporation shall not operate for the purpose of carrying on a trade or business for-profit.

**ARTICLE V**  
**CORPORATE POWERS**

Except as limited by these Articles of Incorporation, this Corporation shall have all of the corporate powers enumerated in the Florida Not For Profit Corporation Act, as amended from time to time.

**ARTICLE VI**  
**TERM OF EXISTENCE**

This corporation shall exist perpetually.

**ARTICLE VII**  
**MEMBERSHIP**

- (1) The corporation will have members, and, except as specifically provided for in these Articles of Incorporation, the qualifications for membership shall be set forth in the bylaws.
- (2) No person shall become a member of the Corporation without having made a capital contribution of \$750.00, or such other sum as determined by a majority of the Board

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FA#: H96-6747

of Directors, either upon admission to the Corporation or within thirty (30) days subsequent to admission to the Corporation.

(3) The capital certificates of the Corporation shall be non-transferable.

(4) Except as otherwise herein provided or expressly provided by the majority of the Board of Directors of the Corporation, the annual dues for members shall be \$200.00 per annum, payable in advance.

(5) Members who fail to pay their dues, subscriptions, or assessments within thirty (30) days from the time they become due shall be notified by the Secretary, and if the payment is not made within the next succeeding thirty (30) days, shall be reported to the Board of Directors as in arrears, and if so ordered by the Board of Directors, shall be expelled from the rolls and thereupon forfeit all rights and privileges of membership.

(6) The Corporation may impose such fines or penalties upon any member who violates its rules, regulations or by-laws. A member may be suspended for a period or expelled for violation of any of the by-laws, regulations or rules of the Corporation, or for conduct prejudicial to the best interests of the Corporation. Suspension or expulsion shall be by a two-thirds vote of the membership of the Board of Directors, provided that a statement of the charges shall have been mailed by certified mail, return receipt requested, to the member under charges at his last recorded address with the Corporation at least fifteen (15) days before final action is taken thereon. Such statement shall be accompanied by a notice of the time and place where the Board of Directors is to take action in the premises. A member shall be given an opportunity to present a defense at the time and place mentioned in such notice. The Board shall take no action or suspension or expulsion until the date for the defense has passed.

(7) The Certificates of Membership evidencing the membership of a members membership in the Corporation shall be certificates determined in the sole discretion of the majority of the Board of Directors from time to time. The certificate of membership shall state that the Corporation is a not-for-profit corporation. The certificate is non-transferable.

#### **ARTICLE VIII INCORPORATORS**

The name and address of each Incorporator of these Articles of Incorporation are as follows:

<b>NAME</b>	<b>ADDRESS</b>
KEITH J. BLUM, ESQ.	1428 Brickell Avenue, 6th Floor Miami, Florida 33131

FA#: H96-6747

PA#: H96-6747

**ARTICLE IX  
OFFICERS**

(1) The affairs of the corporation will be managed by a President, Vice-President, Secretary, Treasurer, and such other officers with such powers and duties as may be appointed and determined by the Board of Directors.

(2) The officers of the corporation shall be appointed at the annual meeting of the Board of Directors of the corporation.

(3) The names and addresses of the officers of the corporation who are to serve until the first appointment under these Articles of Incorporation are as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Lennard Becker	President	8800 N.W. 79th Avenue Medley, Florida 33166
Dominic Strammiello	Vice-President	8800 N.W. 79th Avenue Medley, Florida 33166
Michael Lilley	Secretary/Treasurer	8800 N.W. 79th Avenue Medley, Florida 33166

**ARTICLE X  
DIRECTORS**

(1) The affairs of this corporation shall be conducted by a Board of Directors consisting of not fewer than 3 nor more than 9 directors, but which number shall be a multiple of 3.

(2) A director shall serve for a term of three (3) years; except the terms of the initial director; (i) Michael Lilley shall be for an initial term of one (1) year; (ii) Dominic Strammiello shall be for an initial term of two (2) years; and (iii) Lennard Becker shall be for an initial term of three (3) years.

(3) The Board of Directors shall be a staggered board and one-third (1/3) of the members of the Board of Directors shall be elected each year as determined in accordance with the By-Laws.

(4) The holders of the membership units of the Corporation shall be entitled to cast a vote for the election of Board of Directors of the Corporation, one vote for each member.

FA#: H96-6747

FAX: H96-6747

- (5) The names and addresses of the initial Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
LENNARD BECKER	8800 N.W. 79th Avenue Medley, Florida 33166
DOMINIC STRAMMIELLO	8800 N.W. 79th Avenue Medley, Florida 33166
MICHAEL LILLEY	8800 N.W. 79th Avenue Medley, Florida 33166

**ARTICLE XI**  
**BY-LAWS AND AMENDMENTS**

(1) The By-Laws of this corporation shall be adopted by the vote of the majority of the Board of Directors of the corporation. The By-Laws of the corporation shall be amended by the action of a majority of the Board of Directors of the corporation.

(2) The provisions of these Articles of Incorporation may be amended, altered or rescinded by the sixty six and 2/3 (66 2/3%) percent vote of the members of the Corporation.

**ARTICLE XII**  
**STREET ADDRESS AND DESIGNATION OF REGISTERED AGENT**

The street address of the initial Registered Office of this Corporation is 1428 Brickell Avenue, 6th Floor, Miami, Florida 33131, and the name of the initial Registered Agent of this Corporation at that address is THOMAS J. PALMIERI, ESQ.

The undersigned member of the Board of Directors and President have executed these Amended and Restated Articles of Incorporation this 13<sup>th</sup> day of May, 1996.

  
LENNARD BECKER, Director/President

J:\work\lennard\lennard@professor.com

FAX: H96- 6747