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**FLORIDA PROFIT CORPORATION OR P.A.**

**W & K INVESTMENT HOLDINGS, INC.**

Certificate of Status	1
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January 26, 2000

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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**ARTICLES OF INCORPORATION**

⑦  
**OF**

**W & K INVESTMENT HOLDINGS, INC.**

The undersigned incorporator to these Articles of Incorporation, a Florida corporation,  
hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I - CORPORATE NAME**

The name of the Corporation is W & K INVESTMENT HOLDINGS, INC.

**ARTICLE II - NATURE OF BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation is to purchase,  
lease, hire or otherwise acquire real and personal property, improved and unimproved, of every  
kind and description, and to construct, own, buy, sell, lease, dispose of, encumber, mortgage, and  
manage said property, or any part thereof; and to engage in any other lawful activities within the  
purposes for which corporations may be organized under the Florida Business Corporation Act.

The corporation shall exercise any and all powers that corporations have and may  
exercise under the laws of the State of Florida and as the same may be amended. To do all and  
everything necessary, suitable, or proper for the accomplishment of any of the purposes, the  
attainment of any of the objects, or the exercise of any of the powers herein set forth, either  
alone or in conjunction with other corporations, firms, individuals, and with principals or agents,  
and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of  
or connected with the above mentioned objects, purposes, or powers.

Articles prepared by:  
Sylvia Alarcon Sparler, Esq.  
Florida Bar No. 900974  
4100 South Dixie Highway, Suite C  
West Palm Beach, FL 33405  
(561) 655-9400

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ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

Shares may be issued only for a consideration having value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and non-assessable.

ARTICLE IV - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V - REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The initial Registered Agent and the street address of the corporation in the State of Florida shall be:

John F. Wilson, 3716 S. Dixie Highway, West Palm Beach, FL 33405

ARTICLE VI - CORPORATION'S PRINCIPAL OFFICE

The initial principal office of the corporation shall be at 3714 S. Dixie Highway, West Palm Beach, Florida 33405. The Board of Directors may, from time to time, move the principal office of the corporation to any other address in the State of Florida.

The Board of Directors may, from time to time, move the Registered Office to any other address in the State of Florida.

ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have two (4) directors initially. The number of directors may be increased or diminished from time to time by laws adopted by the stockholders, but shall never be less than two (2).

ARTICLE VIII - INITIAL DIRECTORS

The names of the initial directors of this corporation and their street address is:  
Roger G. Kielian, 3714 S. Dixie Highway, West Palm Beach, Florida 33405

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Maurcen M. Kielian, 3714 S. Dixie Highway, West Palm Beach, Florida 33405  
John E. Wilson, 3716 S. Dixie Highway, West Palm Beach, Florida 33405  
Nanci H. Wilson, 3716 S. Dixie Highway, West Palm Beach, Florida 33405

The persons named as initial directors shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

#### **ARTICLE IX - INITIAL OFFICERS**

The names of the initial officers of this corporation and their street address is:

Nanci H. Wilson, President, 3716 S. Dixie Highway, West Palm Beach, Florida 33405  
Maureen M. Kielian, Vice President, 3714 S. Dixie Highway, West Palm Beach, FL 33405  
Roger G. Kielian, Secretary, 3714 S. Dixie Highway, West Palm Beach, Florida 33405  
John E. Wilson, Treasurer, 3716 S. Dixie Highway, West Palm Beach, FL 33405

The persons named as initial officers shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

#### **ARTICLE X - INCORPORATOR**

The name and street address of the individual signing these Articles of Incorporation as the Incorporators are:

John E. Wilson, 3716 S. Dixie Highway, West Palm Beach, Florida 33405

#### **ARTICLE XI - SHARE TRANSFER RESTRICTIONS**

Pursuant to the authority of Sec. 607.0627, Fla. Stat., shares held by each shareholder may not be sold or otherwise transferred to other persons unless first offered to this corporation or to the remaining shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the shareholders, which agreement may expand this article and which may also include the corporation as a party. A copy of the written agreement, if any, may be obtained from the Corporation.

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**ARTICLE XII - PREEMPTIVE RIGHTS**

The corporation elects to have preemptive rights, pursuant to Section 607.0630, Florida Statutes, as amended from time to time.

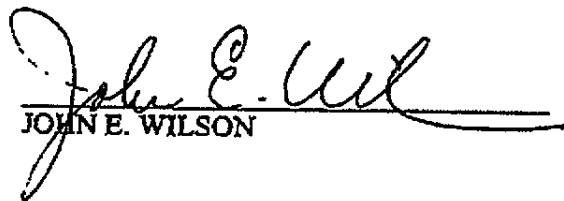
**ARTICLE XIII - CONFLICT OF INTEREST**

No contract between this corporation and another corporation or another individual shall be invalidated by reason of the fact that the one or more of the officers or directors of this corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers or directors of this corporation may be the other individual or individuals contracting with this corporation.

**ARTICLE XIV - AMENDMENT**

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by at least a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of the 26<sup>th</sup> day of January, 2000.

  
JOHN E. WILSON

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STATE OF FLORIDA)  
COUNTY OF PALM BEACH)

BEFORE ME, a Notary Public, personally appeared, JOHN E. WILSON, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal at West Palm Beach, Florida this 26<sup>th</sup> day of January, 2000.



Victor M. Suarez  
My Commission CC833411  
Expires May 5, 2003

Victor M. Suarez  
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

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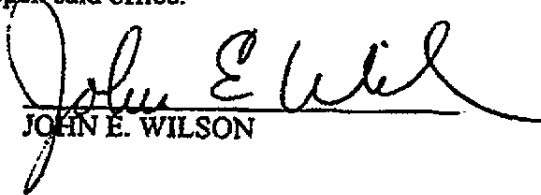
**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Sec. 607.0501, Florida Statutes, the following is submitted, in compliance with said Act:

That W & K Investment Holdings, Inc. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at West Palm Beach, Palm Beach County, Florida, has named JOHN E. WILSON, located at 3716 South Dixie Highway, West Palm Beach, Florida 33405, as its agent to accept service of process within this state.

**ACKNOWLEDGEMENT**

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 this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
JOHN E. WILSON

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