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June 21, 2000

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

**RE: BMR Insulation Contracting, Inc.**

Dear Madam/Sir:

Enclosed please find the following:

1. Two (2) original sets of Articles of Incorporation
2. Check in the amount of $70.00 representing: $35.00 Filing Fee
   $35.00 Registered Agent Designation

Please return a filed original set to our office by using the enclosed self-addressed, stamped envelope.

Should you have any questions, please do not hesitate to contact me.

Sincerely,

Bonnie R. Quigley

Bonnie R. Quigley
Paralegal

FILED
00 JUN 23 AM 8:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CB 6-27-00
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# ARTICLES OF INCORPORATION

# OF

# BMR INSULATION CONTRACTING, INC.

I, the undersigned, for the purposes of forming a corporation for profit pursuant to the laws of the State of Florida, do hereby make, subscribe, acknowledge and file the following Articles of Incorporation.

## ARTICLE I

## NAME

The name of the Corporation shall be:

**BMR Insulation Contracting, Inc.**

## ARTICLE II

## TERM OF EXISTENCE

This Corporation shall exist perpetually or until dissolved by due process of law.

## ARTICLE III

## PURPOSE

This corporation is organized for the general purpose of transacting any or all lawful business permitted under the laws of the United States and the State of Florida.

## ARTICLE IV

## CAPITAL STOCK

This Corporation is authorized to issue par value common stock as described below, and none other:

Maximum Number of Shares: 1,000

Par Value Per Share: $ -0-

The authorized shares of par value common stock may be issued only for a consideration having a value, in the judgment of the Board of Directors, equivalent at least to the full par value of the stock so to be issued. Such consideration may be in the form of cash, real property, tangible personal property, intangible personal property, labor or services rendered, other than future services, or any combination of the foregoing.

Each share of common stock of this Corporation shall entitle the holder of record thereof to one vote upon each proposal presented at lawful meetings of the Shareholders. No holder of common stock of this Corporation shall be entitled to any right of cumulative voting.

## ARTICLE V

## PREEMPTIVE RIGHTS

The Corporation may provide for preemptive rights of stockholders pursuant to provisions of its By-laws, but no preemptive rights shall exist unless specifically approved for inclusion in the By-laws.

## ARTICLE VI

## INITIAL REGISTERED OFFICE AND AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be:

2727 49TH Street

Sarasota, Florida 34234

The Corporation may also maintain its principal office and branch offices at such places and in such states and foreign countries as the Board of Directors may from time to time by resolution provide.

The name of the initial Registered Agent of this Corporation at the aforementioned address is: Drucilla Reed.

## ARTICLE VII

## INITIAL BOARD OF DIRECTORS

The business of this Corporation shall be conducted by a Board of Directors of not less than one (1), nor more than ten (10) persons. The Board of Directors shall be elected at the annual meeting of the stockholders of this Corporation, which meeting shall be held at such time as provided by the By-Laws. They shall hold office until their successors are elected or appointed and have qualified, unless otherwise provided by the By-Laws.

The name and street address of the initial director who is to conduct the affairs of this Corporation until the first meeting and election and qualification of her successor:

| NAME | ADDRESS |
| --- | --- |
| Drucilla Reed | 2727 49th Street<br>Sarasota, Florida 34234 |

## ARTICLE VIII

## INCORPORATOR

The name and address of the individual signing these Articles of Incorporation is:

| NAME | ADDRESS |
| --- | --- |
| Drucilla Reed | 2727 49th Street<br>Sarasota, Florida 34234 |

## ARTICLE IX

## CORPORATE ADDRESS

The address of the Corporation shall be:

2727 49th Street

Sarasota, Florida 34234

## ARTICLE X

## MISCELLANEOUS

1. No contract or other transaction between this Corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the directors of this Corporation is or are interested in, or is a director or officer of such other corporation.

2. Upon election of the Board of Directors by the stockholders, such Board shall manage the business and affairs of the corporation, without the need of further authorization from the stockholders, except as provided by law, or otherwise herein.

3. The initial By-Laws of this Corporation shall be adopted by the Board of Directors. The By-Laws may be amended from time to time by either the Shareholders or the Directors. The Shareholders may amend, alter, or repeal any By-Law adopted by the Directors. The Directors may not alter, amend or repeal any By-Law adopted by the Shareholders, nor may the Directors adopt By-Laws which would be in conflict with the By-Laws adopted by the Shareholders.

4. The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in a manner now or hereafter prescribed by law; and all rights conferred upon Stockholders herein are granted subject to that reservation.

5. Any Incorporator or Shareholder present at any meeting, either in person or by proxy, and any Directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

6. The Corporation shall indemnify all Officers and Directors of the Corporation to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 20th day of June, 2000.

Drucilla Reed (SEAL)
DRUCILLA REED

STATE OF FLORIDA )
) SS:
COUNTY OF SARASOTA )

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Drucilla Reed, who executed the foregoing Articles of Incorporation for the purposes herein expressed. She ~~is personally known to me or~~ has produced driver's license as identification, and she did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, in the State and County aforesaid, this 20th day of June, 2000.

Bonnie R. Quigley
NOTARY PUBLIC

My Commission Expires:

BONNIE R. QUIGLEY
MY COMMISSION # CC 803966
EXPIRES: March 15, 2003
Bonded Thru Notary Public Underwriters

The Undersigned hereby accepts designation as Registered Agent of the Corporation.

Drucilla Reed

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act: First that BMR Insulation Contracting, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at 2727 49th Street, City of Sarasota, County of Sarasota, State of Florida, has named Drucilla Reed located at 2727 49th Street, City of Sarasota, County of Sarasota, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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

Registered Agent

FILED
00 JUN 23 AM 8:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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