

P00000082473

TRANSMITTAL LETTER

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

FILED  
00 AUG 28 PM 4:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SUBJECT: KES Technologies, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

700003374797--6  
-08/28/00--01094--023  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate of Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

ADDITIONAL COPY REQUIRED

FROM: Edward SANTAGATE  
Name (Printed or typed)

5370 Del Monte Court  
Address

Cape Coral, FL 33904  
City, State & Zip

(941) 549-0480  
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

8-30  
MC

ARTICLES OF INCORPORATION  
OF  
KES TECHNOLOGIES, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I: NAME

The name of the corporation shall be KES Technologies, Inc.

ARTICLE II: ADDRESS

The street address of the initial registered office of the corporation shall be 3032 Del Prado Blvd, Cape Coral, FL 33904 and the name of the initial Registered Agent for the corporation at that address is Edward Santagate.

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ARTICLE III: NATURE OF BUSINESS

This Professional Corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida and the United States of America.

ARTICLE IV: CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE V: BOARD OF DIRECTORS

This corporation shall have a minimum of one director. The number of directors may be increased or decreased from time to time, as provided in this corporation's By-Laws, but shall never be less than one. The initial Board of Directors shall consist of:

Edward J. Santagate  
5370 Del Monte Court  
Cape Coral, FL 33904

Christopher Uzzi  
111 DeHaven Drive  
Yonkers, NY 10703

## ARTICLE VI: INITIAL REGISTERED AGENT

The name and address of the initial registered agent is: Edward Santagate, 5370 Del Monte Court, Cape Coral, FL 33904

## ARTICLE VII: INCORPORATOR

The name and address of the incorporator is: Edward Santagate, 5370 Del Monte Court Cape Coral, FL 33904

## ARTICLE VIII: PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholders already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

## ARTICLE IX: TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer or otherwise dispose of any shares of the capital stock of this Corporation, without first offering such shares for sale to this Corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this Corporation for a period of fifteen days from the date of mailing. If this Corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this Corporation shall have the right to purchase any shares of the capital stock of this Corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder. Each stock certificate issued by this Corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions  
Imposed By This Corporation's Articles Of Incorporation, A Copy  
OF Which Is On File At This Corporation's Principal Office."

## ARTICLE X: SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued there under. Such actions

as may be necessary have been taken by the appropriate officers to accomplish this compliance.

#### ARTICLE XI: TERM OF EXISTENCE

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Florida Department of State. This corporation shall exist perpetually.

#### ARTICLE XII: LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

#### ARTICLE XIII: SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.*

  
Signature/Registered Agent

  
Date

  
Signature/Incorporator

  
Date