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# ARTICLES OF INCORPORATION OF POLK EQUIPMENT COMPANY, INC. (a corporation for profit)



The undersigned, for the purpose of forming a corporation for profit under the provisions of the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation.

### ARTICLE I NAME

## The name of this corporation is POLK EQUIPMENT COMPANY, INC.

#### ARTICLE II DURATION

This corporation shall have perpetual duration. The corporate existence shall begin with the date and time of the filing of these Articles of Incorporation by the Florida Department of State.

## ARTICLE III PURPOSES AND POWERS

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

The corporation shall have all the rights, privileges and powers now or hereafter available to corporations for profit under the laws of the State of Florida.

#### ARTICLE IV CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock which shall be designated "common shares". Said stock shall be issued as "small business corporation" stock in accordance with the plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1954, as amended.

## ARTICLE V PRINCIPAL OFFICE

The address of the principal office is 202 East Stuart Avenue, Lake Wales, FL 33853 and the mailing address of the corporation shall initially be P.O. Box 1410, Lake Wales, FL 33859-1410.

## ARTICLE VI INITIAL REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office is 202 East Stuart Avenue, Lake Wales, FL 33853, and the name of its initial registered agent at that office is C. B. Myers, III.

## ARTICLE VII MANAGEMENT OF THE CORPORATION'S AFFAIRS

All corporate powers shall be exercised by, or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors of the corporation.

#### ARTICLE VIII OFFICERS

The officers of the corporation shall consist of a president, vice president, a secretary and a treasurer, and such other officers as may be authorized by the bylaws. The officers shall be elected by the board of directors. An officer need not be a resident of the State of Florida nor a shareholder of the corporation.

## ARTICLE IX INITIAL OFFICERS

The names and addresses of the person who shall serve as officers of the corporation until the first election of officers by the board of directors is as follows:

President/ Vice President/ Secretary/Treasurer:

C. B. Myers, III 202 E. Stuart Avenue Lake Wales, FL 33853

#### ARTICLE X BOARD OF DIRECTORS

The number of directors constituting the initial board of directors of the corporation shall be one. The number of directors may be increased or decreased from time to time in accordance with the bylaws, but shall never be less than one. Members of the board of directors need not be residents of the State of Florida nor shareholders of the corporation. The directors shall be elected at the first annual shareholders' meeting and at each annual shareholders' meeting thereafter, and shall hold office, in the manner set forth in the bylaws. Directors shall be removed and vacancies filled in the manner provided in the bylaws.

The name, and address of the person who shall serve as the initial board of directors is as follows:

C. B. Myers, III 202 E. Stuart Avenue Lake Wales, FL 33853

#### ARTICLE XI NAMES AND ADDRESSES OF INCORPORATORS

The name and address of the incorporator of this corporation is as follows:

C. B. Myers, III 202 E. Stuart Ave Lake Wales, FL 33853

## ARTICLE XII BYLAWS

The initial bylaws for the corporation shall be made and adopted by the board of directors of the corporation and may thereafter be amended, altered, or rescinded only in accordance with the provisions of the bylaws or the Florida Business Corporation Act, or any successor thereto.

### ARTICLE XIII MEETINGS OF THE SHAREHOLDERS

Annual and specially called meetings of the shareholders of this corporation shall be held as provided in the bylaws.

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### ARTICLE XIV QUORUM AT SHAREHOLDERS' MEETING

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders of the corporation.

## ARTICLE XV AMENDMENT OF ARTICLES

The corporation reserves the right to amend these Articles of Incorporation, from time to time, in any and as many respects as may be desired, in accordance with the manners and procedures provided by the Florida Business Corporation Act, or any successor thereto.

IN WITNESS WHEREOF, the undersigned, for the purpose of forming this corporation for profit under the laws of the State of Florida, has executed these Articles of Incorporation this 29 day of MARCH, 2001.

Signed, sealed and delivered in the Presence of:

Cobrah WITNESS: DEBORAH PARTLOW

B. MYERS/II

as Incorporator

#### STATE OF FLORIDA COUNTY OF POLK

The foregoing Articles of Incorporation was acknowledged before me this 29 day of <u>March</u>, 2001, by C. B. Myers, III, who is personally known to me.

(SEAL)

Dated: 3

a Printed Name: Deborah Catalano

Notary Public, State of Florida

My Commission Expires:

DEBORAH CATALANO Notary Public - State of Florida My Commission Expires Mar 8, 2002 Commission # CC722312

## ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above named corporation, at the place designated, I hereby accept the appointment as registered agent, and state that I am familiar with, and accept, the obligations provided for registered agents in the Florida Business Corporation Act.

C. B. Myers,III З