

TRANSMITTAL LETTER

P010000034587

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

FILED  
01 APR -5 AM 10:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SUBJECT: Century Savers Club, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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: William Wheatcraft, P.C.  
Name (Printed or typed)

7630 Hickman Road  
Address

Des Moines, IA 50322  
City, State & Zip

(515) 270-0350  
Daytime Telephone number

600003909476--2  
-03/26/01--01100--003  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

W01-7065

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

J. BRYAN MAR 29 2001  
J. BRYAN APR - 5 2001



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

March 29, 2001

WILLIAM WHEATCRAFT, P.C.  
7630 HICKMAN RD.  
DES MOINES, IA 50322

SUBJECT: CENTURY SAVERS CLUB, INC.  
Ref. Number: W01000007065

We have received your document for CENTURY SAVERS CLUB, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6929.

Joey Bryan  
Document Specialist  
New Filing Section

Letter Number: 201A00018804

## AFFIDAVIT

I, William Wheatcraft, being first duly sworn on oath depose and state that I was an officer and director for Century Savers Club, Inc.

Century Savers Club, Inc., was incorporated under Florida law on November 15, 1999, and was administratively dissolved on September 22, 2000, for failure to file its 2000 corporation annual return.

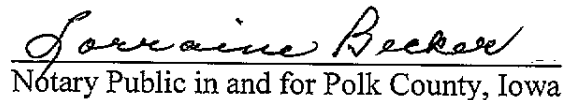
I further depose and state that this corporation has no intention of reinstating its corporate status and therefore releases its corporate name for use by another entity.

Dated this 2<sup>nd</sup> day of April, 2001.

  
William Wheatcraft

Subscribed and sworn to before me, a Notary Public, this 2<sup>nd</sup> day of April, 2001.



  
Notary Public in and for Polk County, Iowa

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
CENTURY SAVERS CLUB, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the Florida Business Corporation Act the undersigned, acting as Incorporator of a corporation, hereby adopts the following Articles of Incorporation for such Corporation:

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

**Article I**  
**Name**

The name of the Corporation is Century Savers Club, Inc.

**Article II**  
**Corporate Existence**

The Corporation's existence shall be perpetual and shall be effective upon the filing of these Articles of Incorporation with the Florida Department of State.

**Article III**  
**Stock**

Authorized Common Voting Shares. The aggregate number of common voting shares which the corporation is authorized to issue is 100,000 shares of no par value common voting stock.

Cumulative Voting. There shall be no cumulative voting.

**Article IV**  
**Registered Agent and Office**

The address of the initial Registered Office of the Corporation is 6415 Royal Woods Drive, Fort Myers, Florida 33908, and the name of its initial Registered Agent at such address is William Wheatcraft.

**Article V**  
**Principal Office**

The address of the principal office of the Corporation is 7630 Hickman Road, Des Moines, Iowa 50322.

**Article VI**  
**Incorporator**

The name and address of the Incorporator is:

William Wheatcraft  
6415 Royal Woods Drive  
Fort Myers, FL 33908

The Incorporator is a natural person over the age of twenty-one years.

**Article VII**  
**Purpose and Power**

The Corporation shall be formed for any lawful purposes and shall have unlimited power to engage in and to do any lawful act concerning any and all lawful businesses for which corporations may be organized under the Florida Business Corporation Act.

In connection with the above-mentioned purposes, the Corporation shall have the power to invest its funds in real property and securities, to acquire, own, and dispose of real and personal property, and to do all other acts incidental and necessary to the accomplishment of the foregoing purposes, to the extent permitted under the Florida Business Corporation Act.

**Article VIII**  
**Directors**

The number of Directors constituting the initial Board of Directors is two. The names and addresses of the persons, who are to serve as Directors until the first annual meeting of Shareholders or until their successors are elected and shall qualify, are:

Name and Address

William Wheatcraft  
7630 Hickman Road  
Des Moines, IA 50322

Russell J. Rahm  
10505 Highland Lane  
Olathe, KS 66061

After the initial Board of Directors, the Board shall consist of such number of Directors as shall be fixed by the Bylaws of the Corporation.

Each Director shall hold office for the term for which he or she is elected and until his or her successor shall have been elected and qualified, unless removed from office by a majority vote of the Shareholders represented at a special meeting of Shareholders properly called and held in accordance with the Articles of Incorporation and Bylaws of the Corporation.

**Article IX**  
**Officers**

The Officers of the Corporation may consist of a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other Officers and assistant Officers as shall be named by the Board of Directors pursuant to the Bylaws of the Corporation. The initial Officers of the Corporation, who shall serve as such until the first meeting of the Board of Directors or until their successors are elected and shall qualify, are:

<u>Office</u>	<u>Name and Address</u>
President	Russell J. Rahm 10505 Highland Lane Olathe, KS 66061
Vice President	
Secretary	William Wheatcraft 7630 Hickman Road Des Moines, IA 50322

Treasurer

William Wheatcraft  
7630 Hickman Road  
Des Moines, IA 50322

**Article X**  
**Real Estate Documents**

All conveyances and mortgages of and leases relating to real property made by the Corporation shall be executed by any Officer of the Corporation and shall be countersigned or attested by any Officer of the Corporation, and all releases of mortgages, liens, judgments, or other claims that are required by law to be made of record may be executed by any Officer of the Corporation.

**Article XI**  
**Non-Liability of Directors**

A Director of this Corporation shall not be personally liable to the Corporation or its Stockholders for monetary damages for breach of fiduciary duty as a Director, except for liability (i) for any breach of the Director's duty of loyalty to the Corporation or its Shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) for any transaction from which the Director derived an improper personal benefit, or (iv) acts or omissions for which non-liability is prohibited under the Florida Business Corporation Act. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any Director of the Corporation for or with respect to any acts or omissions of such Director occurring prior to such amendment or repeal. If the Florida Business Corporation Act is hereafter changed to permit further elimination or limitation of the liability of Directors for monetary damages to the Corporation or its Shareholders, then the liability of a Director of this Corporation shall be eliminated or limited to the full extent then permitted.

**Article XII**  
**Indemnification of Officer-Directors**

This Corporation shall indemnify an Officer-Director of this Corporation, and each Officer-Director of this Corporation who is serving or who has served, at the request of this Corporation, as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan to the fullest extent possible against expenses, including attorneys' fees, judgments,

penalties, fines, settlements and reasonable expenses, actually incurred by such Officer-Director or person relating to his or her conduct as an Officer-Director of this Corporation or as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, except that the mandatory indemnification required by this sentence shall not apply (i) to a breach of an Officer-Director's duty of loyalty to the Corporation or its Shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) for a transaction from which an Officer-Director derived an improper personal benefit, (iv) acts or omissions for which indemnification is prohibited under the Florida Business Corporation Act, or (v) against judgments, penalties, fines and settlements arising from any proceeding by or in the right of the Corporation, or against expenses in any such case where such Officer-Director shall be adjudged liable to the Corporation.

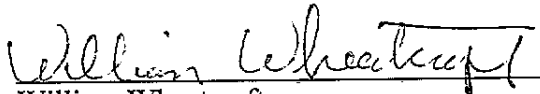
The indemnification provided in this Article shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any Bylaw, agreement, vote of Shareholders, or disinterested Directors or otherwise, both as to action in the official capacity of such person and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an Officer-Director and shall inure to the benefit of the heirs, executors, and administrators of such person.

### **Article XIII**

#### **Amendment of Articles**

The Corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute and all rights conferred upon Shareholders herein are granted subject to this reservation.

Dated March 20, 2001.

  
William Wheatcraft  
Incorporator



Acceptance

Having been named as Registered Agent and to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as Registered Agent.

William Wheatcraft  
William Wheatcraft

Date: March 20, 2001

STATE OF IOWA     )  
                              ) ss.  
COUNTY OF POLK )

The foregoing instrument was acknowledged before me this March 20, 2001, by William Wheatcraft.



Lorraine Becker  
Notary Public in and for said State

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01 APR -5 AM 10:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA