

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

**P010000038204**

Cummins Management Inc

900004010569--5  
-04/16/01--01042--003  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

X

Art of Inc. File \_\_\_\_\_

LTD Partnership File \_\_\_\_\_

Foreign Corp. File \_\_\_\_\_

L.C. File \_\_\_\_\_

Fictitious Name File \_\_\_\_\_

Trade/Service Mark \_\_\_\_\_

Merger File \_\_\_\_\_

Art. of Amend. File \_\_\_\_\_

RA Resignation \_\_\_\_\_

Dissolution / Withdrawal \_\_\_\_\_

Annual Report / Reinstatement \_\_\_\_\_

X

Cert. Copy \_\_\_\_\_

Photo Copy \_\_\_\_\_

Certificate of Good Standing \_\_\_\_\_

Certificate of Status \_\_\_\_\_

Certificate of Fictitious Name \_\_\_\_\_

Corp Record Search \_\_\_\_\_

Officer Search \_\_\_\_\_

Fictitious Search \_\_\_\_\_

Fictitious Owner Search \_\_\_\_\_

Vehicle Search \_\_\_\_\_

Driving Record \_\_\_\_\_

UCC 1 or 3 File \_\_\_\_\_

UCC 11 Search \_\_\_\_\_

UCC 11 Retrieval **J. BRYAN APR 16 2001**

Courier \_\_\_\_\_

Signature \_\_\_\_\_

Requested by: **KL**

Name \_\_\_\_\_

Date **4/16**

Time \_\_\_\_\_

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

FILED  
01 APR 16 PM 1:14  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

RECEIVED  
01 APR 16 AM 10:47  
TALLAHASSEE, FLORIDA  
DEPT. OF REVENUE

**Articles Of Incorporation  
Of  
CUMMINS MANAGEMENT, INC.**

**FILED**  
01 APR 16 PM 1:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Article I  
Name**

The name of the corporation is CUMMINS MANAGEMENT, INC.

**Article II  
Applicable Law**

The Corporation is organized pursuant to the provisions of the Florida Business Corporation Act.

**Article III  
Duration**

The Corporation will commence its corporate existence as of the filing of these Articles of Incorporation and will have a perpetual duration.

**Article IV  
Purpose**

The Corporation is organized for the purpose of transacting any and all lawful business authorized and not prohibited by the Florida Business Corporation Act, as the same may be from time to time amended.

**Article V  
Capital Stock**

The Corporation will have authority, acting by its board of directors, to issue not more than ten thousand (10,000) shares of common stock having a par value of one dollar (\$1.00) per share.

**(Optional for S-Corporations if want to create voting and nonvoting stock)** The Corporation will have authority, acting by its board of directors, to issue not more than ten thousand (10,000) shares of voting common stock having no par value, and not more than ten thousand (10,000) shares of nonvoting common stock having no par value. Other than voting rights, the holders of the voting common stock and nonvoting common stock shall have the same rights, privileges and powers, including, but not limited to, the right to participate in dividends. The holders of the nonvoting common stock shall have no voting rights, and all voting rights shall be vested exclusively in the holders of the voting common stock.

**(Optional for No Par Value Stock)** The Corporation will have authority, acting by its board of directors, to issue not more than ten thousand (10,000) shares of common stock having no par value.

**Article VI  
Initial Registered Office And Agent**

### **And Principal Office Of The Corporation**

The street and mailing address of the initial registered office of business and principal office of the Corporation is 536 Umatilla Blvd., Umatilla, Florida 32784 and the initial registered agent of the Corporation at that address is Gilbert E. Cummins, III. The principal office address and the registered office address is the same.

### **Article VII Preemptive Rights**

No holders of any class or series of shares of the Corporation will be entitled as matter of right, to any preemptive right to subscribe for or purchase any shares of any class or series, whether now or hereafter authorized, any options or rights to purchase any shares, or any bonds, debentures or other securities of the Corporation, whether or not convertible into or carrying any option to purchase any such shares.

### **Article VIII Indemnification**

The Corporation will indemnify any officer or director, or any former officer or director, to the fullest extent permitted by the Florida Business Corporation Act.

### **Article IX Limitation Of Director Liability**

1. A director is not personally liable for monetary damages to the Corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, by a director, unless:

- a. The director breached or failed to perform his duties as a director; and
- b. The director's breach of, or failure to perform, those duties constitute:

(1) A violation of the criminal law, unless the director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful. A judgment or other final adjudication against a director in any criminal proceeding for a violation of the criminal law estops that director from contesting the fact that his breach, or failure to perform, constitutes a violation of the criminal law; but does not estop the director from establishing that he had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful;

(2) A transaction from which the director derived an improper personal benefit, either directly or indirectly;

(3) A circumstance under which the liability provisions of the Florida Business Corporation Act Section 607.0834 are applicable;

(4) In a proceeding by or in the right of the Corporation to procure a judgment in its favor or by or in the right of a shareholder, conscious disregard for the best interest of the Corporation, or willful misconduct; or

(5) In a proceeding by or in the right of someone other than the Corporation or a shareholder, recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.

2. The limitation of director liability will be consistent with the Florida Business Corporation Act, as the same may be from time to time amended.

**Article X  
Initial Board Of Directors**

The initial board of directors will consist of one member. The number of directors of the Corporation may be increased or decreased from time to time pursuant to the Bylaws but will never be less than one (1). The name and address of the director comprising the initial board of directors is:


Gilbert E. Cummins, III  
523 Umatilla Blvd.  
Umatilla, Florida 32784

**Article XI  
Incorporator**

The name and address of the incorporator of the Corporation is:


Gilbert E. Cummins, III  
523 Umatilla Blvd.  
Umatilla, Florida 32784

**In Witness Whereof**, the undersigned being the incorporator of the Corporation has executed these Articles of Incorporation this 11 day of April, 2001.

  
Gilbert E. Cummins, III

**Acceptance By Registered Agent**

Having been named as registered agent for the above stated Corporation at the place designated in the Articles of Incorporation, I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
Gilbert E. Cummins, III  
Registered Agent

**FILED**  
01 APR 16 PM 1:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA