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RICHARD CLINTON KEENE

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Secretary of State

Corporate Records Division

P. O. Box 6327

Tallahassee, FL 32314-6327

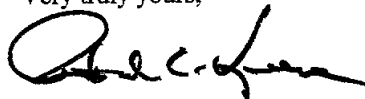
Ladies and Gentlemen:

Enclosed please find two (2) copies of the Articles of Incorporation of The Jelsma Company, a Florida business corporation, proffered for filing, along with my check in the amount of \$78.75, for Filing Fee, Registered Agent Fee, and a Certified Copy of the Articles.

Please file the Original of the enclosure and return to me the Certified Copy. A self-addressed stamped envelope is also provided.

In advance, thank you for your prompt attention to this matter.

Very truly yours,



Richard Clinton Keene

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RCK/st

Copy: Client(s)

2238 Winding Creek Lane (32246)

eg 5/15/01

Articles of Incorporation

Of

THE JELSMA COMPANY

2001 MAY -9 AM 11:37

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, being of the age of eighteen (18) years or more, does hereby make and acknowledge these Articles of Incorporation (the "Articles") for the purpose of forming a business corporation under and by virtue of Chapter 607 of the Statutes of the State of Florida.

FIRST: The Name of this corporation is **The Jelsma Company** (the "Corporation").

SECOND: The Corporation is to have **perpetual existence**, which shall commence effective the date of filing of these Articles.

THIRD: The **Principal Office** of the Corporation is located at 2238 Winding Creek Lane, Jacksonville, Florida 32246. The **Mailing Address** is the same.

FOURTH: The street address of the **Registered Office** of the corporation is **800-C Third Street, Neptune Beach, Florida 32266**, and the name of the **Registered Agent** of the Corporation at that address is **Richard Clinton Keene**.

FIFTH: The **general nature of the business** or businesses to be transacted shall be to do all and everything necessary and proper for the accomplishment of the objects enumerated in these Articles, or necessary or incidental to the benefit and protection of the Corporation, and to transact any lawful business and to exercise all powers granted to corporations by the laws of the State of Florida, including but not limited to:

- (a) To engage in general business on a commercial level; specifically to design, develop, manufacture, distribute, market, sell and/or license all manner of railroad memorabilia, graphics, artwork, clothing; and to manufacture or commission the manufacture of art; develop and utilize copyright designs and other intellectual property; acquire, by purchase, lease or license, the use of such copyrights or concepts.
- (b) To conduct business, in one or more offices, and to buy, hold, lease or otherwise acquire any real and personal property, within or outside the State of Florida;
- (c) To hold, pledge, mortgage, lease, sell, convey or otherwise dispose of such property, within or outside of the State of Florida, as may be necessary in order to obtain or secure payment of any indebtedness or liability to the Corporation;
- (d) To issue bonds, debentures or obligations of the Corporation from time to time, for any of the objects or purposes of the Corporation, and to secure the same by mortgage, pledge, deed of trust, or otherwise;

- (e) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by, any other corporation of this state or any other state of government, and while owner of such stock to exercise all the rights, powers and privileges of ownership including the right to vote such stock;
- (f) To acquire, to pay for in cash, stock or bonds of the Corporation or otherwise, the goodwill, rights, assets and property, and to undertake to assume the whole or any part of the obligations or liabilities, of any person, firm, association or corporation;
- (g) To purchase, hold, sell and transfer shares of its own capital stock, provided that the Corporation shall not purchase any of its own capital stock except from the surplus of its assets over liabilities including capital, and further provided that shares of its own capital stock owned by the Corporation shall not be voted directly or indirectly, or counted as outstanding for the purpose of any shareholders' quorum or vote;
- (h) To contract debts and borrow money at such rates of interest, and upon such terms as this Corporation or its board of Directors may deem necessary or expedient and shall authorize or agree upon, and to issue and sell bonds, debentures, notes and other evidences of indebtedness, whether secured or unsecured, and to execute such mortgages, or other instruments upon or encumbering its property or credit to secure the payment of money borrowed or owing by it, as occasion may require and the Board of Directors deem expedient; and
- (i) To make gifts for educational, scientific or charitable purposes.

The foregoing clauses shall be construed both as **Objects and Powers**, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the Corporation.

SIXTH:

- (a) The **maximum number of shares** of Common Stock that the Corporation is authorized to issue and have outstanding at any one time is One Hundred Thousand (100,000) shares of the par value of One Dollar (\$1.00) each.
- (b) The **minimum amount of capital** with which the corporation will begin business is Two Thousand Dollars (\$2,000.00).
- (c) The capital stock of the Corporation may be issued pursuant to a plan as contemplated by Section 1244 of the Internal Revenue code of 1986, as amended, which plan the directors, officers and shareholders of the Corporation are authorized to adopt.

SEVENTH:

- (a) As a Small Business Subchapter S (26 U.S.C.1361(b)) corporation, the number of shareholders shall never be more than thirty-five (35).
- (b) Each share of stock shall be **restricted as to transferability**, such that they may initially be sold to or acquired by only other existing shareholders of the Corporation; thereafter, upon refusal to buy or acquire by each existing shareholder, the shares may be sold or offered for sale upon general market conditions.
- (c) Every shareholder shall have a **preemptive right** to acquire pro rata additional shares when issued or authorized, including treasury shares. Upon issue, such shares shall be restricted as in Paragraph (b).
- (d) The corporation may award shares of **treasury stock** to key employees, which, upon issue shall be subject to the limitations of Paragraph (b).

EIGHTH:

- (a) The **number of directors** shall not be less than one (1), but may be such greater number as may be elected by the shareholders from time to time.
- (b) As long as the shareholders do not exceed ten (10) in number, the business of the Corporation shall be managed by the shareholders without necessity of maintaining a formal board.
- (c) The name(s) and post office address(es) of the member(s) of the first **Board of Directors**, who shall hold office for the first year of the existence of the Corporation or until their successors are elected or appointed and have qualified, is/are:

NAME(S)

POST OFFICE ADDRESS(ES)

Dennis G. Jelsma
Sole Director

2238 Winding Creek Lane
Jacksonville, Florida 32246

NINTH: In furtherance, and not in limitation, of the powers conferred herein or by statute, the **Board of Directors** is expressly authorized:

- (a) To make and alter the Bylaws of the Corporation, adopted even date herewith; provided, however, that as a Subchapter S Corporation, all affairs of the Corporation may be handled informally, by vote(s) of the shareholder(s) at any meeting, and notice of such meetings shall be deemed waived if there are less than ten (10) shareholders.
- (b) To fix the amount to be reserved as working capital over and above its capital stock paid in.
- (c) To determine and fix the compensation of officers, directors, agents and employees of the Corporation; to adopt any profit-sharing plan, pension or deferred compensation plan or program or any stock option plan or

program, or any medical/dental reimbursement or payment plan(s), or any other benefit plan or program, and to determine the contributions to be made by the Corporation thereto; to enter into employment contracts with officers, directors, agents and employees of the Corporation, and to provide therein for regular compensation, bonuses, deferred compensation, medical/dental and/or retirement and other benefits. The interest of any director in any of the foregoing matters shall not disqualify such director from participation in the consideration of such matter or from voting thereon, and shall not affect the validity of any action of the Board of Directors in respect of such matters.

- (d) In accordance with the provisions of Florida Statutes, and as limited by Article Eighth hereof, to designate from among its members an Executive Committee which shall have and may exercise all the authority of the Board of Directors, except as limited by applicable statutory provisions.
- (e) From time to time to determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the Corporation (other than the stock book), or any of them, shall be open to the inspection of shareholders; no shareholder shall have any right of inspecting any account, book or document of the Corporation except as conferred by statute, unless authorized by a resolution of the shareholders or directors.
- (f) Pursuant to the affirmative vote of shareholders of record holding stock in the Corporation entitling them to exercise at least a majority of the voting power given at a shareholders' meeting duly called for that purpose, or when authorized by the written consent of shareholders of record holding stock in the Corporation entitling them to exercise at least a majority of the voting power, the Board of Directors shall have power and authority at any meeting to sell, lease or exchange all of the property and assets of the Corporation, including its good will and its corporate franchise, or any property or assets essential to the business of the Corporation, upon such terms and conditions as its Board of Directors deem expedient and for the best interests of the Corporation.
- (g) The Corporation may in its Bylaws limit or confer powers upon its directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon them by statute.
- (h) The Corporation may adopt but shall not be required to utilize, a seal (whether embossing or imprinting), affixable by its President or Secretary.

TENTH:

- (a) Both shareholders and directors shall have the power, if the Bylaws so provide, to hold their meetings, and to have one or more offices, within or without the State of Florida, and to keep the books of the Corporation (subject to the provisions of applicable statutes) inside or outside of the State of Florida, at such places as may be from time to time designated by the Board of Directors.

- (b) Any action of the shareholders of the Corporation may be taken without a meeting, if provided in the Bylaws or if consent in writing, setting forth the action so taken, shall be signed by all shareholders. All such consents shall be filed with and maintained as part of the Corporation Records. Such consent shall have the same force and effect as a unanimous vote of the shareholders at a meeting.
- (c) Action taken by the Board of Directors without a meeting shall also nevertheless constitute board action, with the same force and effect as though taken by unanimous vote of the directors at a meeting, if written consent to the action in question is signed by all of the directors and filed with the minutes of the proceedings of the Board of Directors, whether done before or after the action so taken.
- (d) Any meeting of the shareholders or Board of Directors may be held via electronic conferencing (telex or video).

ELEVENTH:

- (a) The **Officers** of the Corporation shall include a President, a Secretary/Treasurer, and such other officers, assistant officers, and agents as may be approved by the Board of Directors from time to time. Any person may hold two or more offices.
- (b) Officers, agents and factors shall be chosen in such manner, hold their office for such term, and have such powers and duties, as may be prescribed by the Bylaws or as determined by the Board of Directors.
- (c) The names, titles and post office addresses of the initial Officer(s) of the Corporation is/are as follows:

<u>NAME(S)</u>	<u>POST OFFICE ADDRESS(ES)</u>
Dennis G. Jelsma President/Treasurer	2238 Winding Creek Lane Jacksonville, Florida 32246

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

THIRTEENTH: The names and post office addresses of each of the Incorporator(s) and **subscriber(s) of these Articles** is/are as follows:

<u>NAME(S)</u>	<u>POST OFFICE ADDRESS(ES)</u>	Percentage
Dennis G. Jelsma Sole Shareholder	2238 Winding Creek Lane Jacksonville, Florida 32246	100%

Signed, sealed and delivered in
the presence of:

SOLE SUBSCRIBER/INCORPORATOR:

Allison W. Forsyth
Print Name: Allison W. Forsyth

Dennis G. Jelsma
Print Name: Dennis G. Jelsma

Richard C. Keene
Print Name: Richard C. Keene

STATE OF FLORIDA,
COUNTY OF DUVAL, Ss:

BE IT REMEMBERED, that on this 7th day of May, 2002,
personally appeared before me, a Notary Public for the State of Florida, Dennis G.
Jelsma, a party to the foregoing Articles of Incorporation, ☒ known to me personally
to be such, or ☐ proven to me by satisfactory legal evidence (driver's license, et al.) to
be such, who acknowledged the foregoing Articles to be his free act and deed and that the
facts stated are truly set forth.

Given under my hand and seal of office the day and year aforesaid.

Sharon B. Beeckler SEAL:
Notary Public
My commission: _____



Sharon B Beeckler
My Commission CC781507
Expires October 7, 2002

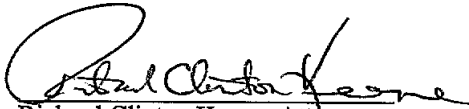
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITH THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Section 607.0501, Florida Statutes ("the Act"), the following is submitted in compliance with said Act:

That The Jelsma Company, desiring to organize under the laws of the State of Florida with its Principal Office, as indicated in the Articles of Incorporation, at 2238 Winding Creek Lane, Jacksonville, County of Duval, State of Florida, has named Richard Clinton Keene, Attorney, 800-C Third Street, Neptune Beach, Florida 32266, as its Agent to accept service of process within this State.

ACKNOWLEDGMENT and ACCEPTANCE

Having been named Resident Agent, to accept service of process for the above stated Corporation, at place designated in this Certificate, I hereby accept the appointment and agree to act in such capacity, and agree to comply with the provisions of all statutes relative to keeping open said office and the proper, complete performance of such duties, being familiar with such duties and obligations.


Richard Clinton Keene, Attorney
800-C Third Street
Neptune Beach, Florida 32266

Dated: May 7, 2001

2001 MAY -9 AM 11:38
SECRETARY OF STATE
TALLAHASSEE FLORIDA