

CAPITAL CONNECTION, INC.

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

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BTR Foundation Systems Inc

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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- ☒ 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
- ☒ 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
- ☐ Courier

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J. BRYAN NOV 27 2001

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

BTR FOUNDATION SYSTEMS, INC.

THE UNDERSIGNED, for the purpose of forming a corporation under the Florida General Corporation Act hereby adopt the following Articles of Incorporation.

ARTICLE I:

NAME

The name of the corporation is:

BTR FOUNDATION SYSTEMS, INC.

ARTICLE II:

DURATION

The term of the existence of the corporation is perpetual.

ARTICLE III:

PURPOSE

This corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV:

CAPITAL STOCK

The total number of shares of stock that this corporation is authorized to have outstanding at any one time is TEN THOUSAND (10,000) shares of common stock, of a single class, having a nominal or par value of TEN CENTS (.10) per share.

ARTICLE V:

PREEMPTIVE RIGHT GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE VI:

REGISTERED OFFICE

The registered office and principal place of business of the corporation shall be 605 W. New York Avenue, DeLand, Florida, and WILLIAM A. TOOTLE, whose business address is identical to such registered office as its registered agent.

ARTICLE VII:

The business of the corporation and the conduct of its affairs shall be managed by its common shareholders and this provision shall be binding upon all common shareholders, its transferees, and assigns, and shall be valid only so long as its shares are not listed on the National Security Exchange or regularly quoted in an over the counter market.

ARTICLE VIII:

The names and addresses of the initial shareholders of the corporation, all of whom are of full age and citizens of the United States are, as follows:

WILLIAM A. TOOTLE
1202 Thomas Circle
Winter Springs, FL 32708

J. TIMOTHY ROGERS
102 Silver Cluster Court
Longwood, FL 32750

ARTICLE IX:

The principal officers of this corporation shall be a President and Vice President. Additional officers and agents may be appointed or elected as provided by the By-Laws. The names, titles and addresses of the first officers of the corporation who shall hold office subject to the provisions of the Articles of Incorporation, the By-Laws of the corporation, and the laws of the State of Florida, for the first year of the corporation's existence, or until their successors are elected or appointed and have qualified are as follows:

WILLIAM A. TOOTLE
1202 Thomas Circle
Winter Springs, FL 32708
President

J. TIMOTHY ROGERS
102 Silver Cluster Court
Longwood, FL 32750
Vice President

ARTICLE X:

The names and addresses of each person signing these Articles of Incorporation as a subscriber are as follows:

WILLIAM A. TOOTLE
1202 Thomas Circle
Winter Springs, FL 32708

J. TIMOTHY ROGERS
102 Silver Cluster Court
Longwood, FL 32750

ARTICLE XI:

Amendment to these Articles of Incorporation may be made in the manner provided by law and approved at a shareholders meeting by a majority of the stock entitled to vote thereon, unless all shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF We, the undersigned subscribers have hereunto set our hands and seals to the above Articles of Incorporation effective this 26th day of November 2001.

Signed, sealed and delivered
in the presence of:

William A. Tootle (SEAL)
WILLIAM A. TOOTLE

J. Timothy Rogers (SEAL)
J. TIMOTHY ROGERS

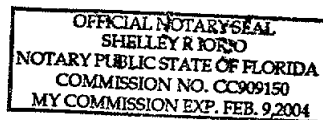
STATE OF FLORIDA

COUNTY OF VOLUSIA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared WILLIAM A. TOOTLE and J. TIMOTHY ROGERS to me known to be the persons described in and who executed the foregoing instrument and they acknowledged before me that they executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 26th day of November 2001.

[Signature]
NOTARY PUBLIC, STATE OF FLORIDA



RESIDENT AGENT APPOINTMENT ACCEPTANCE

I, WILLIAM A. TOOTLE, hereby accept the appointment of registered agent of BTR
SYSTEMS
FOUNDATION, INC. I am familiar with, and accept the obligations of Florida Statutes 607.325.

William A. Tootle
WILLIAM A. TOOTLE

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