

P02000016584

Requester's Name

Imperial Homes of SW FL, Inc.  
809 Walkerbilt Road, Suite 6  
Naples, Florida 34110

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-02/08/02--01040--013  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
02 FEB -8 PM 1:14

- ☐ Walk in ☐ Pick up time \_\_\_\_\_ ☐ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

**NEW FILINGS**

- ☐ Profit  
☐ Not for Profit  
☐ Limited Liability  
☐ Domestication  
☐ Other

**OTHER FILINGS**

- ☐ Annual Report  
☐ Fictitious Name

**AMENDMENTS**

- ☐ Amendment  
☐ Resignation of R.A., Officer/Director  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☐ Merger

**REGISTRATION/QUALIFICATION**

- ☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Trademark  
☐ Other

rc  
2/13  
Examiner's Initials

**ARTICLES OF INCORPORATION**  
**of**  
**Superior Spray Foam Insulation, Inc.**

The undersigned persons, acting as incorporators of a corporation organized under the laws of Florida, hereby adopt the following Articles of Incorporation:

**ARTICLE I**  
**CORPORATE NAME**

The name of this corporation is Superior Spray Foam Insulation, Inc.

**ARTICLE II**  
**INITIAL PRINCIPAL OFFICE**

The mailing address of the corporation's initial principal office is:

P O Box 111058  
Naples, Florida 34108

**ARTICLE III**  
**SHARES**

The total number of shares which the corporation shall have authority to issue is 600 shares of \$1.00 par value stock. The stock shall be deemed section 1244 stock for Internal Revenue Service purposes.

**ARTICLE IV**  
**INITIAL CAPITAL**

The amount of capital with which this corporation shall begin business is Six Hundred Dollars (\$600.00).

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**ARTICLE V**  
**REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

Daniel O. Cuenya  
Superior Spray Foam Insulation, Inc.  
809 Walkerbilt Road Suite 6  
Collier  
Naples, Florida 34110

**ARTICLE VI**  
**PURPOSE**

The purpose of this corporation is to engage in any lawful activity permitted by the laws of the state of Florida.

**ARTICLE VII**  
**DIRECTORS and SUBSCRIBERS**

The names and residence addresses of the persons constituting the initial board of directors are:

Name and Address	Shares	Amount
Daniel O. Cuenya 5847 Charlton Way Naples, Florida 34119	200	\$200.00
Don J. Gunther 8665 Bay Colony Drive #2204 Naples, Florida 34108	200	\$200.00
Curtis J. Gunther 2031 Castle Garden Lane Naples, Florida 34110	200	\$200.00
Donovan A. Smith 8717 River Homes Lane #207 Bonita Springs, Florida 34135	0	\$0

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

## **ARTICLE VIII**

### **LIABILITY OF DIRECTORS**

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchase or redemption or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

## **ARTICLE IX**

### **TERM OF EXISTENCE**

This corporation is to exist perpetually.

## **ARTICLE X**

### **AMENDMENTS**

These Articles of Incorporation may be amended and approved by the Board of Directors at a stockholders' meeting by a majority vote of the stockholders of record.

## **ARTICLE XI**

### **OTHER PROVISIONS**

**Preemptive Rights.** The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

**Director or Officer Interest.** In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any other director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

**Stock Transfer Restriction.** No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise

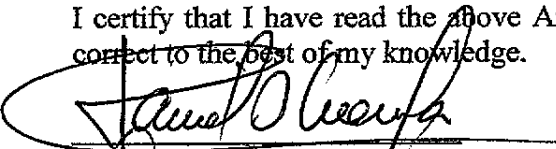
the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and within thirty (30) days from and after the date on which the corporation declines to exercise its option.

Corporate Seal. The corporation shall have no corporate seal.

Execution of Written Instruments. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.


#### Certification

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.

  
Daniel O. Cuenya

  
Don J. Gunther

  
Curtis J. Gunther


  
Donovan A. Smith

State of Florida  
County of Collier

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Daniel O. Cuenya, Don J. Gunther, Curtis J. Gunther and Donovan A. Smith, who are personally known by me to be the executors of these Articles of Incorporation.

WITNESS my hand and seal this 02 day of January, 2002.

My commission expires:

  
Notary Public

## ***CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE***

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered office and registered agent in the State of Florida:

1. The name of the corporation is Superior Spray Foam Insulation, Inc.
2. The name and address of the registered agent and office of the corporation is:

Daniel O. Cuenya  
Superior Spray Foam Insulation, Inc.  
809 Walkerbilt Road Suite 6  
Collier County  
Naples, Florida 34110  
941.597.5921

Dated this 02 day of January, 2002

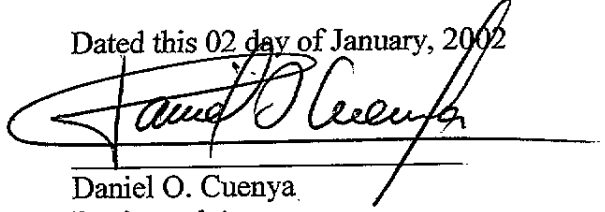
Superior Spray Foam Insulation, Inc.

By:

  
Daniel O. Cuenya

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 am familiar with and accept the obligations of my position as registered agent.

Dated this 02 day of January, 2002

  
Daniel O. Cuenya  
Registered Agent

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