

# CAPITAL CONNECTION, INC.

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

P 02000077569

WD Tompkins Corporation

000006453800-0  
-07/17/02--01002--001  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

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<input type="checkbox"/>	Fictitious Name File		
<input type="checkbox"/>	Trade/Service Mark		
<input type="checkbox"/>	Merger File		
<input type="checkbox"/>	Art. of Amend. File		
<input type="checkbox"/>	RA Resignation		
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F. CHESSEY JUL 17

Signature

Requested by: SW

7/16

Name

Date

Time

Walk-In

Will Pick Up

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**ARTICLES OF INCORPORATION**

**OF**

**WD TOMPKINS CORPORATION**

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THE UNDERSIGNED HEREBY MAKE, SUBSCRIBE, ACKNOWLEDGE AND FILE  
THIS CERTIFICATE FOR THE PURPOSE OF BECOMING A CORPORATION UNDER  
THE LAWS OF THE STATE OF FLORIDA.

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**ARTICLE I: NAME**

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The name of this corporation is **WD TOMPKINS CORPORATION**

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**ARTICLE II: PURPOSE**

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This corporation may engage in any activity or business permitted under the laws  
of the United States and of the State of Florida.

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**ARTICLE III: CAPITAL STOCK**

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The maximum number of shares of stock that this corporation is authorized to have  
outstanding at any time is 100 Shares of Stock of common stock of One Dollar and NO/100  
(\$1.00) Dollars per share par value.

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TALLAHASSEE, FLORIDA

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#### **ARTICLE IV: DURATION**

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This corporation is to exist perpetually.

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#### **ARTICLE V: PRINCIPAL OFFICE AND REGISTERED AGENT**

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The principal office of the corporation shall be located at 16271 N. Island Ct., Boca Grande, Florida.

The name and street address of the initial registered agent of the corporation in the State of Florida is:

**WILLIAM D. TOMPKINS  
16271 N. Island Ct.  
Boca Grande, Florida 33921**

The Board of Directors may, from time to time, appoint a substitute registered agent and move the registered office or the principal office, or both, to any other address in the State of Florida.

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#### **ARTICLE VI: INITIAL BOARD OF DIRECTORS**

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This corporation shall have one (1) or more director(s) as provided by the By-Laws. Initially, this corporation shall have two (2) Directors, the names of who are as follows:

**NAME****ADDRESS**

William D. Tompkins

P.O. Drawer 758, Boca Grande, FL 33921

Rebecca D. Tompkins

P. O. Drawer 758, Boca Grande, FL 33921

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**ARTICLE VII: OFFICERS**

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The names and addresses of the officers of this corporation are as follows:

**NAME AND OFFICE****ADDRESS**

William D. Tompkins/President

P.O. Drawer 758, Boca Grande, FL 33921

Rebecca D. Tompkins/Secr/Tres.

P.O. Drawer 758, Boca Grande, FL 33921

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**ARTICLE VIII: COMMENCEMENT OF CORPORATE EXISTENCE**

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The existence of this corporation shall commence upon filing with the Secretary of State's office.

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**ARTICLE IX: INDEMNIFICATION**

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The corporation shall indemnify all directors and officers, whether or not then in office, who are or become a party, or are threatened to be made a party, to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative by reason of the fact that such person is or was a director or officer, or is or

was serving at the request of the corporation as an officer or director against expenses (including attorneys' fees, including hourly charges for paralegals and other staff members operating under the supervision of an attorney, whether at trial or appeal), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, including any appeal thereof; provided, however, that there shall be no indemnification against gross negligence or willful misconduct.

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#### **ARTICLE X: BY-LAWS**

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The initial By-Laws shall be adopted by the Board of Directors. The power to alter, amend or repeal the By-Laws or adopt new By-Laws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

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#### **ARTICLE XI: AMENDMENT**

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The right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, is reserved to the Board of Directors and the Shareholders as specified under the laws of Florida.

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**ARTICLE XII: INCORPORATORS**

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The names and addresses of the incorporators of this corporation are:

**NAME:**

**ADDRESS**

William D. Tompkins

P.O. Drawer 758, Boca Grande, FL 33921

Rebecca D. Tompkins

P.O. Drawer 758, Boca Grande, FL 33921

IN WITNESS WHEREOF, these Articles of Incorporation have been signed, as  
Incorporators, by: **WILLIAM D. TOMPKINS AND REBECCA D. TOMPKINS..**

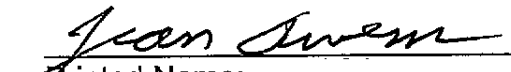
Dated this 11<sup>th</sup> day of July, 2002.

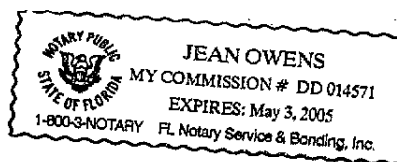
  
\_\_\_\_\_  
**WILLIAM D. TOMPKINS**

  
\_\_\_\_\_  
**REBECCA D. TOMPKINS**

STATE OF FLORIDA  
COUNTY OF CHARLOTTE

The foregoing instrument was acknowledged before me this 11 day of July, 2002, by **WILLIAM D. TOMPKINS and REBECCA D. TOMPKINS**, who is personally known to me or who has produced a Drivers License as identification.

  
Printed Name:  
Notary Public  
My Commission Expires:  
Serial Number:



**CERTIFICATE OF DESIGNATION REGISTERED  
AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

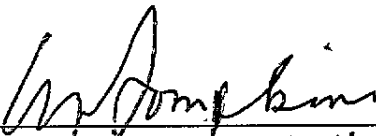
1. The name of the corporation is: **WD TOMPKINS CORPORATION, INC., a Florida corporation**

2. The name and address of the registered agent and office is:

**WILLIAM D. TOMPKINS  
16271 N. Island Ct.  
BOCA GRANDE, FL 33921**

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TALLAHASSEE, FLORIDA  
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*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 obligations of my position as registered agent.*

  
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WILLIAM D. TOMPKINS, JULY 11, 2002