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September 9, 2002

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-09/16/02-01053-015  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Department of State  
Corporate Records Bureau  
Division of Corporations  
P. O. Box 63  
Tallahassee, Florida 32304

RE: R W HOLDINGS, INC.  
My File #: 02-1422

Dear Madam:

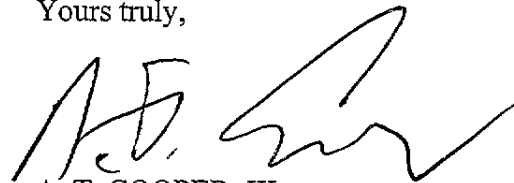
Enclosed please find the original and one (1) copy of the Articles of Incorporation for the above-named prospective corporation, along with my check to cover the following:

Filing Fee	\$35.00
Registered Agent Designation	\$35.00
Certified Copy	<u>8.75</u>
	\$78.75

Please return one certified copy of Articles to this office.

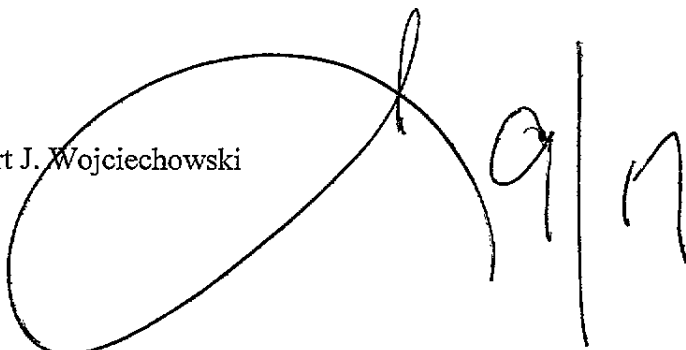
If you have any questions, please do not hesitate to call.

Yours truly,

  
A. T. COOPER, III

ATCIII/aw  
Enclosures  
cc: Mr. Robert J. Wojciechowski

FILED  
02 SEP 16 PM 2:37  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA



**ARTICLES OF INCORPORATION**  
**OF**  
**RW HOLDINGS, INC.**

**FILED**  
02 SEP 16 PM 2:37  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, being the sole incorporator to these Articles of Incorporation, competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I**  
**NAME**

The name of the Corporation is **RW HOLDINGS, INC.**

**ARTICLE II**  
**DURATION**

This corporation shall have perpetual existence, which existence shall commence upon the time of filing and continue until terminated by unanimous agreement of the members.

**ARTICLE III**  
**PURPOSES**

A. To acquire by purchase, lease, gift, devise, or otherwise, and to own, use, hold, sell, convey, exchange, lease, mortgage, work, improve, develop, divide, and otherwise handle, deal in, and dispose of real estate, real property, and any interest or right therein, whether as principal, agent, broker, or otherwise, and to manage, operate, service, equip, furnish, alter, and keep in repair dwellings, apartment houses, hotels, office buildings, and real and personal property of every kind, nature, and description, whether as principal, agent, broker, or otherwise, and generally to do anything and everything necessary and proper and to the extent permitted by law in connection with the owning, managing, leasing, and operating real and personal property of any and all kinds.

B. This corporation is also organized to include the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as presently enacted and as it may be amended from time to time.

**ARTICLE IV**  
**CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock, having par value of \$1.00 per share.

**ARTICLE V**  
**INITIAL CAPITAL**

The amount of capital with which this corporation shall begin business shall be not less than the sum of \$100.00.

**ARTICLE VI**  
**PREEMPTIVE RIGHTS**

The corporation elects to have preemptive rights such that each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for a pro rata portion of:

(1) Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not unissued shares authorized by the articles of incorporation as originally filed or by any amendment of the articles of incorporation or out of shares of stock of the corporation acquired by it after issuance and whether issued for cash, promissory notes, services, property, or other securities of the corporation; or

(2) Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

**ARTICLE VII**  
**REGISTERED AND PRINCIPAL OFFICE OF CORPORATION;**  
**MAILING ADDRESS OF CORPORATION; AND**  
**REGISTERED AGENT OF CORPORATION**

The street address of the initial registered and principal office this corporation is:

RW HOLDINGS, INC.  
3476 Primrose Way  
Palm Harbor, FL 34683

The name and address of the registered agent of this corporation are:

ROBERT J. WOJCIECHOWSKI  
3476 Primrose Way  
Palm Harbor, FL 34683

**ARTICLE VIII**  
**INCORPORATOR**

The name and address of the persons signing these Articles are:

ROBERT J. WOJCIECHOWSKI, VP                      3476 Primrose Way  
Palm Harbor, FL 34683

The incorporator certifies that the proceeds of the stock subscribed for will not be less than the amount of capital with which the corporation shall begin business as is set forth herein.

**ARTICLE IX**  
**INITIAL BOARD OF DIRECTORS**

Initially, this corporation shall not have more than ten (10) directors and no less than one (1) director. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1).

The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
RICHARD E. WOJCIECHOWSKI	5540 S. Natoma Ave. Chicago, IL 60638
RICHARD A. WOJCIECHOWSKI	10519 Weybridge Dr. Tampa, FL 33623
ROBERT J. WOJCIECHOWSKI	3476 Primrose Way Palm Harbor, FL 34683
RONALD J. WOJCIECHOWSKI	5819 S. Oak Park Ave. Chicago, IL 60638
RUSSELL J. WOJCIECHOWSKI	5301 Riviera Blvd. Plainfield, IL 60544

**ARTICLE X**  
**OPERATIONS**  
**RESTRICTIONS ON TRANSFER OF STOCK**

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amount set opposite his or her name:

<u>NAME</u>	<u>NUMBER OF SHARES</u>
RICHARD E. WOJCIECHOWSKI.	100
RICHARD A. WOJCIECHOWSKI	100
ROBERT J. WOJCIECHOWSKI	100
RONALD J. WOJCIECHOWSKI	100
RUSSELL J. WOJCIECHOWSKI	100

Shares held by shareholders may not be sold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this corporation.

**ARTICLE XI**  
**INDEMNITY OF DIRECTORS AND OFFICERS**

Any person made a party to any action, suit or proceeding by reason of the fact that he, his Testator, or intestate, is or was a director, officer or employee of the corporation which he served as such at the request of the corporation shall be indemnified by the corporation against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such officer, director or employee is liable for negligence or misconduct in the performance of his duties.

The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any officer or director or employee may be entitled apart from the provisions of this section.

A director shall not be liable for dividends illegally declared, distributions illegally made to shareholders, or any other action taken in reliance and good faith upon financial statements of the corporation represented to him to be correct by the president of the corporation or the officer

having charge of the books of account, or certified by an independent or certified account to clearly reflect the financial condition of the corporation; nor shall he be liable if in good faith in determining the assets to be of ample value.

**ARTICLE XII**  
**SPECIAL PROVISION - "S" CORPORATION**

It is the intent of the incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code, and that the corporation will file as an "S" corporation.

**ARTICLE XIII**  
**BYLAWS OR STOCKHOLDERS AGREEMENT**

By stockholders agreement or bylaws, the corporation may restrict the transfer or encumbrance of any and all of its stock, including, but not limited to, provisions for the transfer of the stock owned by retiring, disabled or deceased stockholder, or any stockholder required to sever financial interest in the corporation. The bylaws may be repealed or amended, and new bylaws may be adopted, by either the Board of Directors or the stockholders, but the Board of Directors may not amend or repeal any bylaw adopted by the stockholders if the stockholders specifically provide such bylaw not subject to amendment or repeal by the directors.

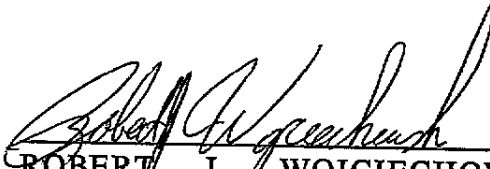
**ARTICLE XIV**  
**AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

**ARTICLE XV**  
**MANAGEMENT OF CORPORATION BY SHAREHOLDERS**

All corporate powers and business affairs of the corporation may be exercised by or under the authority and direction of the shareholders of this corporation.

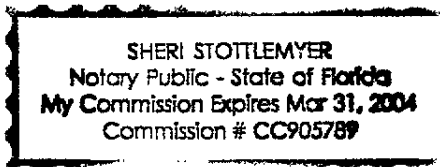
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 01 day of August, 2002.


  
ROBERT J. WOJCIECHOWSKI,  
Incorporator

STATE OF FLORIDA )  
COUNTY OF Pineles )

BEFORE ME, a Notary Public authorized to take acknowledgments in the County and State set forth above, personally appeared ROBERT J. WOJCIECHOWSKI, (check one) ☐ who is personally known to me, or ☐ who produced as identification personally known and to me known to be the person described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed same, for the purposes expressed therein.

SWORN TO AND SUBSCRIBED before me in my presence this 1 day of August, 2002.

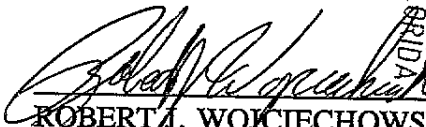


  
NOTARY PUBLIC  
Print Notary Name:  
My Commission expires: 3-31-04

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named to accept service of process for the above named Corporation, RW HOLDING, INC., at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of the laws of the State of Florida.

Dated this 1 day of August, 2002.

  
ROBERT J. WOJCIECHOWSKI,  
as Registered Agent

FILED  
AUG 16 PM 2:37  
CLERK OF STATE  
TALLAHASSEE FLORIDA