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# C. Robert Edewaard, P.A.

Counselor at Law -

General Civil Practice Wills/Trusts Family Matters Local Government P.O. Box 2297 Gainesville, FL 32602 Phone: (352) 372-0222 Fax: (352) 372-7459

December 3, 2003

Ms. Glenda E. Hood Secretary of State 500 S. Bronough St. Tallahassee, FL 32399-0250

RE: INCORPORATION OF HARDING REFRIGERATION, INC.

Dear Ms. Hood:

Enclosed you will find the original and a photocopy of the Articles of Incorporation for the above corporation and my check in the amount of \$78.75 to cover your filing fee, registered agent designation and a certified copy of the articles.

This corporation is to commence existence on January 1, 2004. Your assistance in expediting this filing would be greatly appreciated.

Very truly yours,

C. ROBERT EDEWAARD

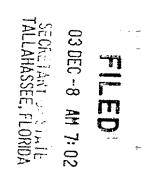
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**Enclosures** 



# ARTICLES OF INCORPORATION OF

# HARDING REFRIGERATION, INC.



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#### ARTICLE I. NAME

The name of this corporation is HARDING REFRIGERATION, INC.

#### ARTICLE III. DURATION

This corporation shall have a perpetual existence. This corporation shall commence existence on January 1, 2004.

#### ARTICLE III. PURPOSE

The general purposes for which the corporation is organized are:

- 1. To transact any lawful business for which corporations may be incorporated under Florida law, and engage in any form of trade or business which can, in the opinion of the Board of Directors or Stockholders of the corporation, be advantageously carried on in a profitable manner.
- 2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

## ARTICLE IV. CAPITAL STOCK - PAR VALUE

The aggregate number of shares which the corporation is authorized to issue is One Thousand (1,000). Such shares shall be of a single class and shall have a par value of One Dollar (\$1.00). The Shares of capital stock of this corporation shall be issued initially to the following persons and in the amount set forth opposite their respective name:

Roy Harding and Betty Harding

501 Shares

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than ten persons. Stock will be issued and transferred only to (1) natural persons; (2) estates; or (3) a trust as described in title 26 United States Code Section

ARTICLES OF INCORPORATION OF HARDING REFRIGERATION, INC.

Page 2 of 4

1371, defining a qualified "Small business corporation". In addition, no stock shall be issued or transferred to a nonresident alien.

#### ARTICLE V. RESTRICTIONS ON TRANSFER OF STOCK

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless first offered to the remaining shareholders or to the corporation. The price and terms at which, and the time within which, those shares may be offered and sold may be furthered specified by written agreement among all the shareholders of this corporation.

#### ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VII. DIRECTORS

The corporation shall have one (1) directors, initially. 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 director is:

Roy Harding

P.O. Box 883 Alachua, Florida 32616

Any action required or permitted to be taken by the board of directors of the corporation, including the initial organizational meeting, may be taken without a meeting if all members of the board individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board of directors. Any action by written consent shall have the same force and effect as a unanimous vote of the directors.

ARTICLES OF INCORPORATION OF HARDING REFRIGERATION, INC. Page 3 of 4

#### ARTICLE VIII. INDEMNIFICATION AND INSURANCE

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation, or who is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have authority to indemnify him against such liability under the provisions of these articles, or under law.

#### ARTICLE IX. BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders as provided in the bylaws.

# ARTICLE X. INCORPORATORS

The name and address of the incorporator signing these Articles is:

Roy Harding

P.O. Box 883 Alachua, Florida 32616

# ARTICLE XI. REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 13912 NW 138<sup>th</sup> St, Alachua, Florida 32616, and the name of its initial registered agent at such address is Betty Harding.

## ARTICLE XII. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

# ARTICLES OF INCORPORATION OF HARDING REFRIGERATION, INC. Page 4 of 4

IN WITNESS WHEREOF the undersigned subscribed has executed these Articles of Incorporation on the 4th day of December, 2003

STATE OF FLORIDA COUNTY OF ALACHUA

BEFORE ME, personally appeared Roy Harding to me well known to be the persons described in and who executed the foregoing Articles of Incorporation for HARDING REFRIGERATION, INC., and acknowledged to and before me that he executed said instrument for the purpose therein expressed.

WITNESS my hand and official seal, this 4th day of November, 2003.

Notary Public

State of Florida at Large

MY COMMISSION # DD 107112
EVENDES: April 8: 2006 My Commission Expires: -800-3-NOTARY FL Notary Service & Bonding, Inc.

ACCEPTANCE AS REGISTERED OFFICE AND ACCEPTANCE AS REGISTERED AGENT FOR YOUNG'S APPLIANCE SERVICE, INC.

The undersigned, C. Robert Edewaard, as the Registered Agent for HARDING REFRIGERATION, INC., hereby agrees to accept service of process at the Registered Office located at the address stated below, during the times prescribed by law and to post a sign in said office according to law.

Registered Agent for HARDING REFRIGERATION, INC.