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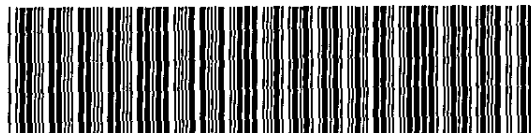
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DIVISION OF CORPORATIONS

04 MAY 25 PM 10:47

TALLAHASSEE, FLORIDA

04 MAY 25 PM 11:08

FILED

20 5-25

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May 25, 2004

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32301

**Via Hand Delivery**

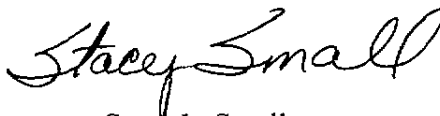
Re: BFS of South Carolina, Inc.

Dear Sir or Madam:

Enclosed for filing with your office are Articles of Incorporation for BFS of South Carolina, Inc. Please provide our office with a Certificate of Status. Enclosed is a check in the amount of \$78.75 to cover the applicable fees.

Please give me a call when the certified copy and Certificate of Status are ready and we will arrange for someone to pick them up. If you have any questions or if additional information is required, please do not hesitate to contact our office. Your assistance is appreciated.

Sincerely,



Stacy L. Small  
Paralegal

Enclosures

ARTICLES OF INCORPORATION  
OF  
BFS OF SOUTH CAROLINA, INC.

FILED  
04 MAY 25 AM 11:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned natural person of the age of eighteen years or more, acting as incorporator of BFS of South Carolina, Inc., a corporation organized under the laws of the State of Florida pursuant to Chapter 607, Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

**Article I**  
**Name**

The name of the corporation is BFS of South Carolina, Inc. (hereinafter "the Corporation").

**Article II**  
**Purpose**

The Corporation is organized to engage in the home appliance service and repair business pursuant to the Laws of Arizona and any other business or activity not prohibited by law or these Articles of Incorporation.

**Article III**  
**Resident Agent**

1. The Corporation designates Crockett Herd as its resident agent for purposes of receiving service of process.

2. The resident agent shall maintain the following records: a copy of these Articles of Incorporation and all amendments hereto certified by the Secretary of State, a copy of the Corporation's bylaws certified by an officer of the Corporation, and a statement identifying the custodian of the Corporation's stock ledger and the location of the stock ledger.

3. The address of the Corporation and the Corporation's resident agent is:

Crockett G. Herd  
3500 North 28<sup>th</sup> Terrace  
Hollywood, FL 33020

**Article IV**  
**Shares**

1. The Corporation shall have the authority to issue five thousand (5,000) shares of common stock with a par value of one dollar (\$0.01 U.S.) per share.

2. No shares of stock may be issued for less than their par value.
3. Each outstanding share of stock is entitled to one (1) vote, and all outstanding shares have equal voting rights in all respects.
4. The holders of the outstanding shares of stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the Corporation.
5. The shares of the Corporation are not to be divided into classes, and the corporation is not authorized to provide stock options.

#### **Article V Initial Shareholder**

1. The initial share holder is Herd Enterprises, Inc., a corporation organized and operating under the Laws of the Florida whose address is 3500 North 28<sup>th</sup> Terrace, Hollywood, Florida 33020.
2. Herd Enterprises shall be issued one thousand (1,000) shares of the Corporation and shall tender to the Corporation ten dollars (\$10.00 U.S.), or its equivalent as consideration for said shares.

#### **Article VI Governing Board**

1. The Corporation's governing board shall be styled as directors.
2. The Board of Directors shall consist at a minimum of one (1) director and a maximum of nine (9) directors.
3. All directors shall be natural persons of the age of eighteen years or more.
4. The first Board of Directors shall serve until their successors have been elected and qualified and shall consist of:

Crockett G. Herd  
3500 North 28<sup>th</sup> Terrace  
Hollywood, FL 33020

5. A majority of the directors shall have the power to approve and adopt the By-Laws of the Corporation until their successors are elected or appointed.
6. The qualifications, time and place of election, and term of office of each director shall be provided for in the By-Laws of the Corporation.

7. Where not prohibited by law, members of the Board of Directors may participate in meetings of the Board of Directors by means of telephone conferences, and the directors may take action by written consent.

## **Article VII Corporate Officers**

1. The officers of the Corporation shall consist of a President, Secretary, Treasurer, and such other officers and agents as may be provided for by the By-Laws of the Corporation, who shall be chosen, serve for such term, and have such duties as may be prescribed by such By-Laws.

2. The initial officers and their respective offices are as follows:

Crockett G. Herd  
President, Treasurer, and Secretary

## **Article VIII Preemptive Rights**

Every Shareholder, upon the sale for cash of any new stock of the Corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

## **Article IX Cumulative Voting**

At each election for directors, every shareholder entitled to vote at such election shall have the right to cast as many votes as the number of directors being elected multiplied by the number of his shares. Such votes may be cast for one candidate or distributed among candidates.

## **Article X Inter-Company Contracts**

1. No contract or other transaction between the Corporation and any other corporation and no act of the Corporation shall be affected in any way or invalidated by the fact that any of the directors of the Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation.

2. Any directors, individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily interested in, any contract or transaction of the Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board of Directors at which action upon such contract or transaction shall be taken.

3. Any director of the Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

## **Article XI**

### **Stockholder Agreements**

1. The Corporation and its stockholders, or the stockholders of the Corporation among themselves, may enter into any agreement restricting the transferability, assignment, encumbrance, or pledge of the stock of the Corporation, whether voluntarily or involuntarily.

2. Any such agreement may confer upon the Corporation or the stockholders, or both, the option of first refusal or mandatory purchase in the event any stockholder desires to transfer, assign, encumber, or pledge his stock, with or without consideration. Any such agreement may include such restrictions during the lifetime of any stockholders or upon the death or legal incompetence of any stockholder.

3. Nothing contained in these Articles of Incorporation or By-Laws of the Corporation shall be construed as authorizing a transfer of such stock upon the books of the Corporation in violation of any such agreement.

## **Article XII**

### **Dividends**

1. Dividends may be paid to shareholders out of unreserved Capital surplus and unrestricted earned surplus of the Corporation.

2. A director shall not be liable for dividends illegally declared, distributions illegally made to shareholders, or any other action taken by reliance in good faith upon the financial statements of the Corporation represented to him to be correct by an officer having charge of its books of account or a financial statement certified by a Certified Public Accountant to fairly reflect the financial condition of the Corporation, unless such act shall be determined to be willful or negligent. Nor shall such director be liable if, in good faith in determining the amount available for dividends or distribution, that director considers the assets to be of their book value.

## **Article XIII**

### **Indemnification of Corporate Representatives**

1. The Corporation shall indemnify any director made a party to any action, suit, or proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of his being or having been a director or any officer of the Corporation, or a director or officer of any other corporation which position he held at the request of the Corporation, against the reasonable expenses, including, but not limited to attorneys fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, suit or proceeding,

or in connection with any appeal therein, except in relation to matters as which allege malfeasance in the discharge of his duties to the Corporation.

2. The Corporation shall indemnify any director, officer, employee, or agent of the Corporation for all acts, and under all circumstances permitted under Nevada Law.

3. Upon determination by the Board of Directors, the Corporation shall provide insurance against loss to the Corporation for such indemnification as provided by law.

#### **Article XIV Director's Liability**

1. No director shall be held liable or responsible for action undertaken by the Board of Directors acting under the provisions or in the manner authorized by these Articles of Incorporation or the By-Laws of the Corporation, nor for action taken by the Board of Directors in reliance on reasonable grounds or probable cause for believing that the Board is acting under the provisions of or in the manner authorized by the Articles of Incorporation or the By-Laws.

2. The defense of any legal, equitable, or other action taken by the Board of Directors shall be conducted by counsel for the Corporation, unless the action, suit or proceeding is brought by or on behalf of the Corporation.

3. In the event of a judgment or decree being rendered against the director, the Corporation shall indemnify the director pursuant to Article XII, above.

4. This Article shall not apply to acts or omissions which involve intentional misconduct, fraud, or a knowing violation of the law, or acts involving an intentional distribution in violation of Nevada Revised Statute 78.300.

#### **Article XV Reimbursement of Directors**

If any legal, equitable or other action, suit or proceeding brought by or on behalf of the Corporation against a director, either individually or as a director, shall result in a judgment, decree, or decision in favor of the director, the Corporation shall be liable to and shall reimburse the director for all reasonable costs and expenses of the director in connection with such action, suit, or proceeding, including, but not limited to, reasonable attorneys' fees, court costs, and expenses incurred in the course of defending such proceedings.

#### **Article XVI Amendments**

These Articles of Incorporation may be amended in the manner provided by law, and may be amended without adoption at a formal meeting if all of the directors and all of the shareholders of the Corporation eligible to vote sign a written statement manifesting their intention that an amendment to the Articles of Incorporation be adopted.

**Article XVII  
Term**

The Corporation shall have perpetual existence.

**Article XVIII  
Incorporators**

The following individual hereby signs these Articles as the incorporator of the Corporation:

Signature: Crockett G. Herd  
Name: Crockett G. Herd, President  
Address: 3500 North 28th Terrace  
Hollywood, FL 33020

Sworn to and subscribed before me on this 19th day of May, 2004,  
by CROCKETT HERD.  
(name)

Sally Aokenbrack  
Notary Public  
My commission expires: June 25, 2007



Sally Aokenbrack  
My Commission DD204551  
Expires June 25, 2007

**Article XIX  
Certificate of Acceptance of Appointment of Resident Agent**

CROCKETT G HERD, hereby accepts appointment as Resident Agent for the  
above named corporation.

Crockett Herd  
Signature of Resident Agent

5-19-04  
Date