

**P04000141090**

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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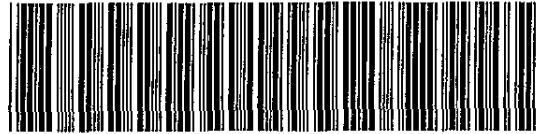
(Business Entity Name)

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04 OCT 11 PM 3:44

FILED

✓  
10/12/04

**WRIGHT, FULFORD, MOORHEAD & BROWN, P.A.**  
**ATTORNEYS**

145 NORTH MAGNOLIA AVENUE  
POST OFFICE BOX 2828  
ORLANDO, FLORIDA 32802-2828  
(407) 425-0234  
(407) 425-0260 (FACSIMILE)  
WWW.WFMBLAW.COM

DONALD F. WRIGHT

October 8, 2004

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Spray Applied Membrane, Inc.

Dear Sir:

Please file the enclosed articles of incorporation. I have enclosed a check in the amount of \$78.50 for the filing fee and the cost of a certified copy. If you should have any questions, please do not hesitate to give me a call.

Very truly yours,

Donald F. Wright

DFW:bb

encl.

**ARTICLES OF INCORPORATION**  
**OF**  
**SPRAY APPLIED MEMBRANE, INC.**

**FILED**  
**04 OCT 11 PM 3:44**  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers of these Articles of Incorporation, natural person, competent to contract, hereby form a Corporation under the laws of the State of Florida.

**ARTICLE I**  
**NAME AND PRINCIPAL OFFICE**

The name of the Corporation shall be SPRAY APPLIED MEMBRANE, INC. The address of the Corporation shall be 3882 Center Loop, Orlando, Florida 32808.

**ARTICLE II**  
**AUTHORIZED STOCK**

The Corporation is authorized to issue 1000 Shares of \$1.00 par value Common Stock.

**ARTICLE III**  
**VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Stock of the Corporation.

**ARTICLE IV**  
**INCORPORATORS**

The name(s) and address(es) of the person(s) signing these Articles of Incorporation is/are:

NAME  
Clarence E. Wallick

ADDRESS  
3882 Center Loop  
Orlando, Florida 32808

**ARTICLE V  
PREEMPTIVE RIGHTS**

The Corporation elects to have preemptive rights as set forth in Florida Statute §607.0630(2).

**ARTICLE VI  
INITIAL REGISTERED OFFICE, REGISTERED  
AGENT AND RESIDENT AGENT**

The street address of the initial registered office of this Corporation is 3882 Center Loop, Orlando, Florida 32808. The name of the initial Registered Agent and Resident Agent of this Corporation is Clarence E. Wallick.

**ARTICLE VII  
INITIAL BOARD OF DIRECTORS**

This Corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The name and address of the initial director of this Corporation is:

**NAME**

**ADDRESS**

Clarence E. Wallick

3882 Center Loop  
Orlando, Florida 32808

**ARTICLE VIII  
OFFICERS OF THE CORPORATION**

The name(s) and address(es) of the initial Officer(s) is/are:

**NAME**

**ADDRESS**

Clarence E. Wallick  
(Director, President)

3882 Center Loop  
Orlando, Florida 32808

Frank Bien  
(Secretary-Treasurer)

3882 Center Loop  
Orlando, Florida 32808

**ARTICLE IX  
PURPOSE**

The Corporation is to engage in all lawful businesses, including all powers necessary or convenient to effect its purpose. This corporation is engaged in the commercial roofing business.


**ARTICLE X  
INDEMNIFICATION**

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

**ARTICLE XI  
AMENDMENT**

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

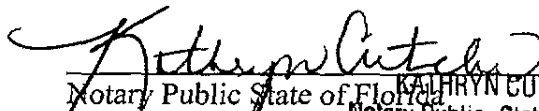
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 1<sup>st</sup> day of Oct, 2004, being the incorporator, this date and undersigned adopts these Articles of Incorporation.

  
Clarence E. Wallick

STATE OF FLORIDA  
COUNTY OF

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Clarence E. Wallick, known to me to be the person who executed the foregoing Articles of Incorporation and he executed said Articles of Incorporation for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this 1<sup>st</sup> day of Oct 2004

  
\_\_\_\_\_  
Notary Public State of Florida  
KATHRYN CUTCHER  
Notary Public, State of Florida  
My comm. exp. Mar. 1, 2005  
Comm. No. DD 005841

#### ACCEPTANCE OF REGISTERED AGENT

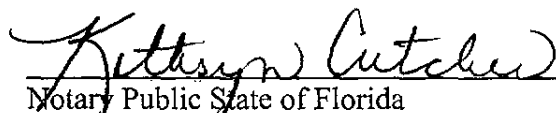
I HEREBY ACCEPT the appointment to act in the capacity of Registered Agent and Resident Agent and agree to comply with the provisions of the laws of the State of Florida relative to keeping said offices open. I am familiar with and accept the obligations provided for in Florida Statute §607.0505.

  
\_\_\_\_\_  
Clarence E. Wallick

STATE OF FLORIDA  
COUNTY OF

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Clarence E. Wallick known to me to be the person who executed the foregoing Articles of Incorporation, and he executed said Articles of Incorporation for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this 1 day of Oct 2004.

  
\_\_\_\_\_  
Notary Public State of Florida  
KATHRYN CUTCHER  
Notary Public, State of Florida  
My comm. exp. Mar. 1, 2005  
Comm. No. DD 005841