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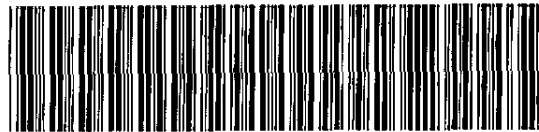
(Business Entity Name)

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APPROVED
AND
FILED
05 APR 28 PM 1:31
TALLAHASSEE, FLORIDA

RECEIVED
05 APR 28 AM 11:34
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



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April 28, 2005

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

PODS Enterprises, Inc.

Filing Evidence

- ☐ Plain/Confirmation Copy
- ☒ Certified Copy (6)

Retrieval Request

- ☐ Photocopy
- ☐ Certified Copy

Type of Document

- ☐ Certificate of Status
- ☒ Certificate of Good Standing (35)
- ☐ Articles Only
- ☐ All Charter Documents to Include
Articles & Amendments
- ☐ Fictitious Name Certificate
- ☐ Other

NEW FILINGS	
X	Profit
	Non Profit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of RA Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Reports
	Fictitious Name
	Name Reservation
	Reinstatement

REGISTRATION/QUALIFICATION	
	Foreign
	Limited Liability
	Reinstatement
	Trademark
	Other

ARTICLES OF INCORPORATION
OF
PODS Enterprises, INC.

APPROVED
AND
FILED
05 APR 28 PM 1:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.
NAME

The name of this corporation is PODS Enterprises, Inc.

ARTICLE II.
PRINCIPAL OFFICE

The principal office of this corporation and the mailing address of this corporation is 5585 Rio Vista Drive, Clearwater, FL 33760.

ARTICLE III.
DURATION; EFFECTIVE DATE

This corporation shall exist perpetually, commencing as of April 26, 2005.

ARTICLE IV.
PURPOSES

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

ARTICLE V.
CAPITAL STOCK

This corporation is authorized to issue Ten Thousand (10,000) shares of \$.0001 par value common stock.

ARTICLE VI.
REGISTERED OFFICE, REGISTERED AGENT AND INCORPORATOR

The name of the initial Registered Agent and the Incorporator of the corporation and the street address of the initial Registered Office are Aaron B. Parker, 5585 Rio Vista Drive, Clearwater, Florida 33760. The Registered Agent, by execution of these Articles of Incorporation as incorporator, accepts the appointment as registered agent and agrees to comply with the provisions of all statutes relative thereto, including the obligations of § 607.0501, Florida Statutes.

ARTICLE VII.
INITIAL BOARD OF DIRECTORS

This corporation shall have five (5) directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The name and address of the initial directors of this corporation are:

Peter S. Warhurst
5585 Rio Vista Drive
Clearwater, Florida 33760

M. Daniel Janick, Jr.
c/o Hunt Private Equity
Group, Inc.
1445 Ross at Field
Dallas, TX 75202-2785

Philip Doganiero
224 Ponce de Leon Blvd.
Belleair, FL 33756

Stephen P. Smiley
c/o Hunt Private Equity
Group, Inc.
1445 Ross at Field
Dallas, TX 75202-2785

David P. Berg
c/o Best Buy
780 Summit Avenue
St. Paul, MN 55105

ARTICLE VIII.
INDEMNIFICATION

To the fullest extent permitted by the Florida law as it now exists or as it may hereafter be amended, a director of the Corporation shall not be personally liable to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (iii) under Florida Statutes Section 607.0834, or (iv) for any transaction from which the director derived any improper personal benefit. If, after approval by the stockholders of this Article VIII, the Florida Business Corporation Act ("FBCA") is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended.

The Corporation shall indemnify any director or officer of the Corporation and may indemnify any other person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or 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 expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or

she acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceedings, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or equivalent, shall not, of itself, create a presumption that the person did not act in good faith or in a manner that he or she reasonably believed to be in or not opposed to the best interests of the Corporation, or, with respect to any criminal action or proceeding, that the person did not have reasonable cause to believe that his or her conduct was unlawful.

Any amendment, repeal or modification of this Article VIII or any provision of these Articles of Incorporation (including the adoption of any new provision), inconsistent with this Article VIII shall be prospective only, and shall not apply to or adversely affect any right or protection of a director, officer, agent, or other person existing at the time of such amendment, repeal, modification or adoption or increase the liability of any director of the Corporation with respect to any acts or omissions of such director, officer, agent or other person occurring prior to such amendment, repeal or modification or adoption.

ARTICLE IX.

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.

ARTICLE X.

BYLAWS

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

ARTICLE XI.

INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the Bylaws.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 26th day of April, 2005.



Aaron B. Parker,
INCORPORATOR/REGISTERED AGENT