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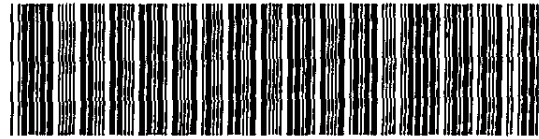
(Business Entity Name)

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Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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9-13-05

## COVER LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: Pasco Power Outdoor Equipment Co. Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☒ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate of Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

**ADDITIONAL COPY REQUIRED**

FROM: Herbert G. Catterton

Name (Printed or typed)

1435 Obear Ct.

Address

Wesley Chapel, Fl. 33543

City, State & Zip

813-973-1071

Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**

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# **PASCO POWER OUTDOOR EQUIPMENT CO. INC.**

## **SHADOW BOOK**

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- 7. LEGAL REQUIREMENTS MEMORANDUM**
- 8. STOCK CERTIFICATE**

**ARTICLE OF INCORPORATION**  
**OF**  
**PASCO POWER OUTDOOR EQUIPMENT CO., INC.**

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05 SEP 12 PM 4:25  
SECRETARY  
TALLAHASSEE FLORIDA

ARTICLE 1: NAME

The name of this Corporation is: Pasco Power Outdoor Equipment Co., Inc.

ARTICLE 2: PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 3: CAPITAL STOCK

This Corporation is authorized to issue 1000 shares of \$.01 par value common stock.

ARTICLE 4: INITIAL PRINCIPAL  
OFFICE AND MAILING ADDRESS

The principal office and mailing address of this Corporation is 1435 Obear Ct., Wesley Chapel, Florida 33543.

ARTICLE 5: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 1435 Obear Ct., Wesley Chapel, Florida 33543, and the name of the initial registered agent of this Corporation at that address is Herbert G. Catterton.

ARTICLE 6: INITIAL BOARD OF DIRECTORS

This Corporation initially shall have (2) director(s). The number of directors may be either increased or diminished from time to time Bylaws but shall never be less than one. The name and address of the initial directors of the Corporation is:

NAME

ADDRESSES

Herbert G. Catterton

1435 Obear Court  
Wesley Chapel, FL 335

Deborah D. Catterton

1435 Obear Court  
Wesley Chapel, FL 33543

ARTICLE 7: INCORPORATOR

The name and address of each person signing these Articles is:

NAME

ADDRESS

Herbert G. Catterton

1435 Obear Ct.  
Wesley Chapel, FL. 33543

ARTICLE 8: CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principal among any number of such candidates.

ARTICLE 9: INDEMNIFICATION

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

ARTICLE 10: 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.

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ARTICLE 11: 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 WHERE OF, the undersigned has executed these Articles of Incorporation this 2<sup>nd</sup> day of September, 2005.

  
Herbert G. Catterton, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Date this 2<sup>nd</sup> day of September, 2005.

  
Herbert G. Catterton  
Register Agent

**CONSENT IN LIEU OF ORGANIZATIONAL  
MEETING OF BOARD OF DIRECTORS  
OF  
PASCO POWER OUTDOOR EQUIPMENT CO.**

The undersigned, constituting the full membership of the Board of Directors named in the Articles of Incorporation of Pasco Power Outdoor Equipment Co. (the "Corporation"), acting without meeting pursuant to the Florida Business Corporation Act, hereby consent to and unanimously adopt the following actions, preambles, and resolutions:

**1. ORGANIZATIONAL MEETING.**

RESOLVED, that this Consent shall be in lieu of the organizational Meeting of the Board of Directors of this Corporation.

**2. BYLAWS**

RESOLVED, that the proposed form of Bylaws for the regulation and management of the affairs of the Corporation which has been read, section by section, is hereby unanimously adopted and ordered to be made a part of the permanent records of this Corporation.

**3. OFFICERS.**

RESOLVED, that the following persons be and the same hereby are elected to be officers of the Corporation, to assume the duties and responsibilities fixed by the Bylaws, and to serve until their respective successors are chosen and qualify:

President:	Herbert G. Catterton
Vice President:	Deborah D. Catterton
Secretary:	Herbert G. Catterton
Treasurer:	Deborah D. Catterton

4. **REGISTERED AGENT.**

RESOLVED, that the registered office of the Corporation shall be 1435 Obear Court, Wesley Chapel, Florida 33543, and Herbert G. Catterton, at that address be and hereby is appointed Registered Agent of the Corporation.

5. **CORPORATE SEAL.**

Resolved, that the corporate seal, the Impression of which is affixed in the margin hereof, is and the same shall the corporate seal of the Corporation.

6. **MINUTE BOOK.**

RESOLVED, that the Corporation shall maintain as part of its corporate record, the book entitled "minute book" which shall include, but which shall not be limited to, a record of its Articles of Incorporation and amendments thereto, its Bylaws and amendments thereto, Minutes of all meetings or Consents in Lieu thereof of its directors and shareholders; and

FURTHER RESOLVED, that the Secretary is directed to procure such minute book and such other books and records as may be required by the Corporation.

7. **STOCK CERTIFICATES.**

RESOLVED, that the form of stock certificate attached to these minutes is adopted and approved.

8. **CAPITALIZATION.**

RESOLVED, that the Corporation issue the following fully paid and no assessable shares of Section 1244 stock to the following person(s)



NAME OF SHAREHOLDER

NUMBER OF SHARES

Herbert G. Catterton

500

Deborah D. Catterton

500

FUTHER RESOLVED, that in consideration for the shares, the shareholders have contributed cash, real property inventory, and equipment, which in the judgment of the Board of Directors have a value exceeding \$100.00, as more completely reflected on the financial statement.

9. SUBCHAPTER S ELECTION

RESOLVED, that the Corporation elects, pursuant to Section 1362 of the Internal Revenue Code, not to be subject to taxes imposed by Chapter 1 of the Code.

FUTHER RESOLVED, that the proper officers of the Corporation be and they are hereby authorized, empowered, and directed to execute and timely file Treasury Department Form 2553 on behalf of the Corporation with respect to the foregoing election.

10. SECTION 1244 STOCK.

WHEREAS, it is deemed advisable that the Corporation offer for sale and issue up to all shares of its common stock in such a manner that qualified shareholders may receive the benefits of Section 1244 of the Internal Revenue Code of 1986, as amended; and

WHEREAS, the Corporation is a small business corporation as defined in Section 1244© of the Internal Revenue Code:

RESOLVED, that the Corporation shall issue its stock pursuant to Section 1244 of the Internal Revenue Code; and

FUTHER RESOLVED, the officers of the Corporation are hereby authorized, empowered, and directed to do and perform any and all acts necessary to qualify the stock offered and issued as "Section 1244 Stock" as defined in the Internal Revenue Code of 1986, as amended, and the Treasury Regulations thereunder.

**11. ORGANIZATIONAL EXPENSES.**

RESOLVED, that the Treasurer is authorized to pay all fees and expenses incident to and necessary for the organization of the Corporation.

**12. ELECTION TO AMORTIZE ORGANIZATIONAL EXPENSES.**

RESOLVED, that the Corporation, pursuant to Section 248(a) of the Internal Revenue Code of 1986, as amended, elects to deduct its organizational expenditures ratably over a period of sixty (60) months commencing with the month of September.

FUTHER RESOLVED, that the appropriate officers of the Corporation be and hereby are authorized, empowered, and directed to prepare a statement in accordance with Treasury Regulations Section 1.248-1© and to attach the statement to the Corporation's federal income tax return for the Corporation's first fiscal year.

**13. BANK ACCOUNT.**

RESOLVED, that the Corporation bank account be established with such bank as designated by the President; that the Treasurer be and hereby is authorized to honor from the President; that the Treasurer be and hereby is authorized to honor from the deposits of the Corporation checks drawn against such deposits signed by Herbert G. Catterton so long as there is a balance in favor of the Corporation; and that the Resolution for this purpose on printed form of said Bank is hereby adopted, a copy of which appears in the minute book immediately following these minutes.

14. **INVESTMENT ACCOUNTS.**

RESOLVED, that the President of the Corporation be and hereby is authorized to open an investment account or accounts with such appropriate firms as designated by the President in order to invest during the course of the year any corporate funds which the officers of the Corporation may determine proper.

15. **LICENSES AND PERMITS.**

RESOLVED, that the officers of the Corporation are directed to obtain in the name of the Corporation such licenses and tax permits as may be required for the conduct of the business of the Corporation by a federal, state, county, or municipal governmental ordinance or regulation and to do all things necessary or convenient to qualify the Corporation to transact its business in compliance with the laws and regulations of any appropriate federal, state, county, or municipal governmental authority.

16. **EMPLOYEE COMPENSATION.**

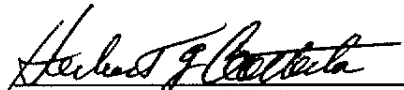
RESOLVED, that the President of the Corporation be and hereby is delegated the authority to determine all employees' compensation.

17. **RATIFICATION OF PRIOR ACTS.**

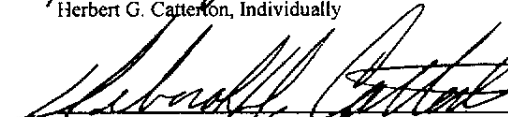
RESOLVED, that the acts of the officers, incorporators, promoters, directors, and shareholders, from the date of incorporation to the present date, be and the same hereby are ratified and confirmed.

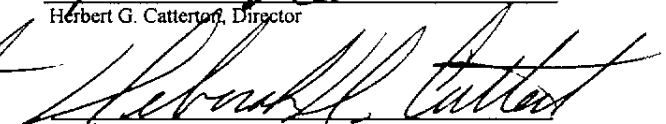
We, the undersigned, being all of the Directors of Pasco Power Outdoor Equipment Co., do hereby ratify, approve, consent to, and confirm all of the above preambles, resolutions, and actions.

DATED; 9/2/2005

  
Herbert G. Catterton, Individually

  
Herbert G. Catterton, Director

  
Deborah D. Catterton, Individually

  
Deborah D. Catterton, Director