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2006 AUG 23 AM 11:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch AUG 23 2006

COVER LETTER

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

SUBJECT: BJCL, 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: Beverly S. Zimmerman
Name (Printed or typed)

P.O. Box 15954
Address

Sarasota, FL 34277
City, State & Zip

941-915-9983
Daytime Telephone number

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

ARTICLES OF INCORPORATION

OF

BJCL, INC.

In compliance with Chapter 607 and/or Chapter 621, f.s. (Profit)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE 1 – NAME

The name of the corporations shall be: BJCL, INC.

ARTICLE 2 – PRINCIPAL OFFICE

The principal place of business/mailing address is:

3624 Alden Way, Sarasota, Florida 34232 and the mailing address is Post Office Box 15954, Sarasota, FL 34277.

ARTICLE 3 – PURPOSE

The purpose for which the corporation is organized is: The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 4 – INITIAL OFFICERS AND/OR DIRECTORS

President:	Beverly S. Zimmerman P.O. Box 15854 Sarasota, FL 34277
Vice President:	Carmen S. Christensen 3624 Alden Way Sarasota, FL 34232
Vice President:	Janet K. Broxterman 21506 Perry Cove Lago Vista, TX 78645-6701
Vice President:	Lorraine R. Ryan 829 Locklear Ave. Sarasota, FL 34237

ARTICLE 5 – SHARES

- 5.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is SEVEN THOUSAND FIVE HUNDRED (7,500) shares of common stock, each share having the par value of ONE DOLLAR (\$1.00).
- 5.2 All holders of shares of common stock shall be identical with each other in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote.
- 5.3 All holders of shares of common stock, upon the dissolution of the Corporations, shall be entitled to receive the net assets of the Corporation.
- 5.4 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature: provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.
- 5.5 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.
- 5.6 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 6 – DIRECTOR(S)

The Director(s) of the Corporations shall be:

Beverly S. Zimmerman
P.O. Box 15954
Sarasota, FL 34277

Carmen S. Christensen
3624 Alden Way
Sarasota, FL 34232

Janet K. Broxterman
21506 Perry Cove
Lago Vista, TX 78645-6701

Lorraine R. Ryan
829 Locklear Ave.
Sarasota, FL 34237

ARTICE 7 – SUB-CHAPTER S CORPORATION

The Corporations may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

- 7.1 The shareholders of this Corporation may elect and if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.
- 7.2 After this Corporation has elected to be an S Corporation, none of the shareholders of the Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Subchapter S of the Internal Revenue Code of 1986, as amended.
- 7.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

“The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended.”

ARTICLE 8 – SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE 10 – POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 11 – TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 12 – REGISTERED AGENT

The name and Florida Street address of the registered agent is:

Carmen Christensen
3624 Alden Way
Sarasota, FL 34232

ARTICLE 13 – INCORPORATOR

The name and address of the Incorporator is:

Beverly Zimmerman
P.O. Box 15954
Sarasota, FL 34277

ARTICLE 14 – BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for making, alteration, amendment or repeal of the Bylaws.

ARTICLE 15 – EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 16 – AMENDMENT

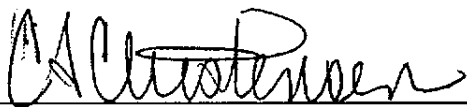
The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

ARTICLE 17 – INDEMNIFICATION

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, in the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of

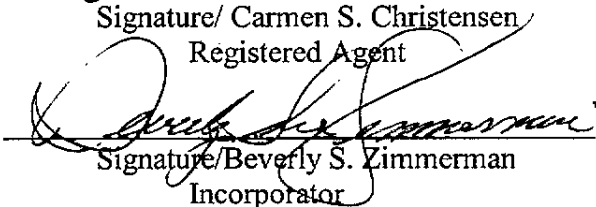
the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any would, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

Having been named as registered agent to accept service of process for the above stated corporation as the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity



Signature/ Carmen S. Christensen
Registered Agent

8/18/06
Date



Signature/Beverly S. Zimmerman
Incorporator

8-18-06
Date