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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. Burch JAN 4 2007

Brian Q. Taylor  
2035 Sagebrush Cir.  
Naples, FL 34120  
(239) 789-7413

January 1<sup>st</sup>, 2007

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

Subject: Taylored Building Solutions, Inc.

Enclosed are an original and two (2) copies of the Articles of Incorporation and a check for Eighty-Seven Dollars and Fifty Cents (\$87.50) to cover the cost for the Filing Fee, Certified Copy and Certificate of Status.

Sincerely,

A handwritten signature in black ink, appearing to read "Brian Q. Taylor", written in a cursive style.

Brian Q. Taylor  
Incorporator

cc: File

# Articles of Incorporation of Taylored Building Solutions, Inc.

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2007 JAN -3 PM 1:00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Version 1.0**

**Adopted on:** January 1, 2007

**Revision Number:** N/A

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**Articles of Incorporation  
of  
Taylored Building Solutions, Inc.**

We, the undersigned Incorporators, for the purpose of forming a Corporation for profit under the Laws of the State of Florida, Florida Statutes 607, hereby adopt the following Articles of Incorporation.

**Article I**

The name of the Corporation shall be Taylored Building Solutions, Inc. (hereinafter called "Corporation")

**Article II**

The period of existence of the Corporation shall be perpetual.

**Article III**

The principal place of business and mailing address is:

2035 Sagebrush Circle  
Naples, FL 34120

**Article IV**

The Corporation is organized for profit, and the purpose for which it is formed is to engage in any lawful act or activity for which a Corporation may be organized under the General Corporation Law of Florida other than the banking business, trust company business or the practice of a profession permitted to be incorporated by the Florida Corporations Code.

**Article V**

The number of shares which the Corporation is authorized to issue, the designation of class of shares, and the par value thereof per share shall be as follows:

<u>Designation of Class</u>	<u>Par Value Per Share</u>	<u>Authorized Number of Shares</u>
Common Stock	\$0.01	10,000,000
Preferred Stock	\$0.01	2,000,000

The preferences, limitations and relative rights of shares of stock shall be as follows:

**A. Common Stock**

1. *Voting.* Except as otherwise provided by law and except as may be determined by the Board of Directors with respect to shares of Preferred Stock as provided in subparagraph "b" of paragraph "1" of Section "B", below, only the holders of shares of Common Stock shall be entitled to vote for the election of directors of the Corporation and for all other corporate purposes. Except as otherwise provided by law, upon such vote, each holder of Common Stock shall be entitled to one vote for each share of Common Stock held of record by such shareholder.

2. *Dividends.* Subject to the provisions of paragraph "4" of Section "B", below, the holders of Common Stock shall be entitled to receive such dividends as may be declared thereon from time to time by the Board of Directors, in its discretion, out of any funds of the Corporation at the time legally available for payment of dividends on Common Stock.

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3. *Liquidation.* In the event of the voluntary or involuntary dissolution, liquidation, or winding up of the Corporation, after there have been paid to or set aside for the holders of Preferred Stock the full preferential amounts to which they are entitled as provided in paragraph "5" of Section "B", below, the holders of outstanding shares of Common Stock shall be entitled to share ratably, according to the number of shares held by each, in the remaining assets of the Corporation available for distribution.

B. *Preferred Stock.*

1. *Series and Variations Between Series.* The Preferred Stock may from time to time as hereinafter provided, be divided into and issued in one or more series of Preferred Stock. The Board of Directors is hereby expressly authorized to establish one or more series, and determine the variations among series and determine, prior to issuance, the following designations, terms, limitations, and relative rights and preferences of each such series:

- a. The designations of such series, and the total number of shares which constitute such series, which may at any time be increased or decreased (not less than the total number of shares thereof then outstanding) by the Board of Directors unless otherwise provided in establishing such series;
- b. Whether, and to what extent, the shares of such series shall have voting rights, in addition to the voting rights provided by law.
- c. The yearly rate of dividends, if any, on the shares of such series, the dates in each year upon which dividend shall be payable and, the date or dates from which any such cumulative dividend shall be cumulative;
- d. The amount per share payable on such series in the event of the voluntary or involuntary liquidation, dissolution, or winding up of the Corporation;
- e. The terms, if any, on which the shares of such series shall be redeemable, and the amount per share payable in the case of redemption (amount may vary for (i) shares redeemed on different dates; and (ii) shares redeemed through the operation of a sinking fund, if any, applicable to such shares, from the amount payable with respect to shares otherwise redeemed);
- f. The extent to and manner in which a sinking fund, if any, shall be applied to the redemption or purchase of the shares of such series, and the terms and provisions relative to the operation of such fund;
- g. The terms, if any, on which the shares of such series shall be convertible into shares of any other class or of any other series of the same or any other class, if so convertible, the price or prices or the rate or rates of conversion, including the method, if any, for adjustments of such prices or rates, and any other terms and conditions applicable thereto; and
- h. Such other terms, limitations and relative rights and preferences, if any, of such series as the Board of Directors may lawfully determine and shall not be inconsistent with the laws of the State of Florida or these Articles of Incorporation.

2. *Redemption Right.* Shares of Preferred Stock may be issued which are redeemable by the Corporation at the price determined by the Board of Directors for shares of each series as provided in subparagraph "e" of paragraph "1" of Section "B", above.

3. *Conversion of Preferred Stock.* Shares of Preferred Stock may be issued which are convertible into shares of another series of Preferred Stock on the terms and conditions determined by the Board of Directors for shares of each series as provided in subparagraph "g" of paragraph "1" of Section "B", above.

4. *Dividends.* Shares of Preferred Stock may be issued which entitle the holders thereof to cumulative, noncumulative or partially cumulative dividends. The holders of Preferred Stock shall be entitled to receive, when, as and if declared by the Board of Directors, out of funds legally available therefor, dividends at the annual rate fixed by the Board of Directors with respect to each series of shares and no more. Such dividends shall be payable on such dates and in respect of such periods in such year as may be fixed by the Board of Directors to the holders of record thereof on such date as may be determined by the Board of Directors. Such dividends shall be paid or declared and set apart for payment for each dividend period before any dividend (other than a dividend payable solely in Common Stock) for the same period shall be paid upon or set apart for payment on the Common Stock, and, if dividends on the Preferred Stock shall be

cumulative or partially cumulative, all unpaid dividends thereon for any past dividend period shall be fully paid or declared and set apart for payment, but without interest, before any dividend (other than a dividend period payable solely in Common Stock) shall be paid upon or set apart for payment in the Common Stock. The holders of Preferred Stock shall not, however, be entitled to participate in any other or additional earnings or profits of the Corporation, except for such premiums, if any, as may be payable in case of redemption, liquidation, dissolution, or winding up.

5. *Liquidation.* In the event of liquidation, dissolution, or winding up (voluntary or involuntary) of the Corporation, the holders of shares of Preferred Stock shall be entitled to be paid full amount payable on such shares upon the liquidation, dissolution or winding up of the Corporation fixed by the Board of Directors with respect to such shares as provided in subparagraph "d" of paragraph "I" of Section "B" above, before any amount shall be paid to the holders of Common Stock.

6. *Reissue of Shares.* Shares of the Preferred Stock which have been converted, redeemed, purchased, or otherwise acquired by the Corporation, whether through the operation of sinking fund or otherwise, shall be retired and restored to the status of authorized but unissued shares, but may be reissued as a part of the Preferred Stock other than the series of which they were originally apart.

#### **Article VI**

No holder of any stock of the Corporation shall have any pre-emptive or subscription rights nor be entitled, as of right, to purchase or subscribe for any part of the unissued stock of this Corporation or of any additional stock issued by reason of any increase of authorized capital stock of this Corporation or other securities whether or not convertible into stock of this Corporation.

#### **Article VII**

A dividend payable in shares of any class of stock of the Corporation may be paid in shares of any other class without authorization by the shareholders of the class of stock to be issued.

#### **Article VIII**

The initial Board of Directors consists of:

Brian Q. Taylor  
Chairman of the Board  
2035 Sagebrush Circle  
Naples, FL 34120

Carol A. Eden  
Vice Chairman of the Board  
5551 Fenner Circle  
Bonita Springs, FL 34135

Rick Vanderpoel  
Non-Executive Board Member  
2191 19<sup>th</sup> ST. SW  
Naples, FL 34117

#### **Article IX**

The board of directors shall elect the Chairman, Vice-Chairman and such other officers as the bylaws of this Corporation may authorize the Board of Directors to elect from time to time. Initially such officers are to be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

Brian Q. Taylor  
President and Chief Executive Officer

Carol A. Eden  
Secretary, Treasurer and Vice-President

#### **Article X**

The street address of the initial registered office of the Corporation for service of process is:

2035 Sagebrush Circle  
Naples, FL 34120

The name of the initial registered agent at such address is:

Brian Q. Taylor

**Article XI**

The name and address of the incorporators are:

Brian Q. Taylor  
2035 Sagebrush Circle  
Naples, FL 34120

Carol A. Eden  
5551 Fenner Circle  
Bonita Springs, FL 34135

**Article XII**

The effective date of incorporation shall be January 1<sup>st</sup>, 2007 A.D.

**Article XIII**

A. The liability of directors of this Corporation for monetary damages shall be eliminated to the fullest extent permissible under Florida Law.

B. This Corporation is authorized to provide indemnification of agents (as defined in section 607.0850 of the Florida Corporation Code) through bylaw provisions, agreements with agents, vote of share holders or disinterested directors, or otherwise, to the fullest extent permissible under Florida Law.


C. Any amendment, repeal or modification of any provision of this Article XIII shall not adversely affect any right or protection of an agent of this Corporation existing at the time of such amendment, repeal, or modification.

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 1<sup>st</sup> day of January, 2007.

Taylor Building Solutions, Inc.

  
Brian Q. Taylor  
Incorporator

  
Carol A. Eden  
Incorporator



**Certificate of Acceptance by  
Registered Agent**

Having been named as registered agent and to accept service of process for Taylored Building Solutions, Inc. at the registered office designated in the Corporation's Articles of Incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this certificate this 1<sup>st</sup> day of January, 2007.

Taylored Building Solutions, Inc.

  
Brian Q. Taylor  
Registered Agent