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2007 OCT 23 PM 2:06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch OCT 24 2007

COVER LETTER

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

SUBJECT: Thatcher Company of Florida, 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 ☐ \$78.75
Filing Fee Filing Fee
 & Certificate of Status

| | |
|---|---|
| <input checked="" type="checkbox"/> \$78.75 Filing Fee & Certified Copy | <input type="checkbox"/> \$87.50 Filing Fee, Certified Copy & Certificate of Status |
| ADDITIONAL COPY REQUIRED | |

FROM: Debra Findlay @ Callister Nebeker & McCullough
Name (Printed or typed)

2180 South 1300 East, Suite 600
Address

Salt Lake City, UT 84106
City, State & Zip

(801) 530-7351
Daytime Telephone number

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 29, 2007

CALLISTER NEBEKER & MCCULLOUGH
ATTN: DEBRA FINDLAY
2180 SOUTH 1300 EAST STE 600
SALT LAKE CITY, UT 84106

SUBJECT: THATCHER COMPANY OF FLORIDA
Ref. Number: W07000042612

We have received your document for THATCHER COMPANY OF FLORIDA and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6928.

Tim Burch
Document Specialist
New Filing Section

Letter Number: 907A00051937

**ARTICLES OF INCORPORATION
OF
THATCHER CHEMICAL OF FLORIDA, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Thatcher Chemical of Florida, Inc.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS

Street Address: 245 Hazen Road, DeLand, Florida 32724; Mailing Address: P. O. Box 489, DeLand, Florida 32712-0489.

ARTICLE III - PURPOSES

The purposes for which the corporation is organized are to transact any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE IV - STOCK

The aggregate number of shares which the corporation shall be authorized to issue is 100,000 shares of common stock with no par value. All stock of this corporation shall be of the same class, common, and shall have the same rights and preferences. Fully paid stock of this corporation shall not be liable to any call and is non-assessable.

ARTICLE V - INITIAL REGISTERED AGENT

The name and address of this corporation's initial registered agent is:

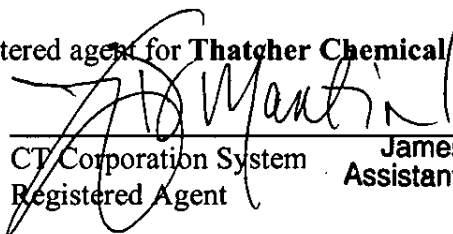
Name of Agent

Address of Registered Office

CT Corporation System

1200 South Pine Island Road
Plantation, Florida 33324

I hereby accept appointment as registered agent for **Thatcher Chemical of Florida, Inc.**


CT Corporation System
Registered Agent

James Martin
Assistant Secretary

ARTICLE VI - DIRECTORS

The number of directors constituting the initial Board of Directors of this corporation is four. The names and addresses of persons who are to serve as directors until the first annual meeting of shareholders, or until their successors are elected and qualify, are:

Name

Address

Craig N. Thatcher

1905 Fortune Road
Salt Lake City, Utah 84104

Diane T. Barlow

1905 Fortune Road
Salt Lake City, Utah 84104

Thomas F. Thatcher

1905 Fortune Road
Salt Lake City, Utah 84104

Teri T. Flanders

1905 Fortune Road
Salt Lake City, Utah 84104

The number of directors may be changed from time to time by amendment of the bylaws, but there shall be not more than nine (9) nor less than three (3) directors; provided, however, so long as this corporation has fewer than three (3) shareholders entitled to vote for the election of

directors, the corporation may have a number of individuals equal or greater than the number of those shareholders.

**ARTICLE VII - ELIMINATION OF PERSONAL LIABILITY
OF DIRECTORS**

1. The personal liability of the directors of the corporation is hereby eliminated to the fullest extent permitted by the Florida Business Corporation Act.

2. Without limiting the generality of the foregoing, the directors of the corporation are not liable to the corporation or to its shareholders for monetary damages for any action taken or any failure to take any action as a director, except liability for:

- (a) the amount of a financial benefit received by a director to which he/she is not entitled;
- (b) an intentional infliction of harm on the corporation or the shareholders; or
- (c) an intentional violation of criminal law.

3. If the Florida Business Corporation Act is hereafter amended or supplemented to authorize corporation 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 Florida Business Corporation Act, as so amended, and without the necessity for further shareholder action in respect thereof.

4. Any repeal or modification of this Article by the shareholders of the corporation shall not adversely affect any right or protection of a director of the corporation hereunder in respect of any act or omission occurring prior to the time of such repeal or modification.

ARTICLE VIII - INDEMNIFICATION

1. The corporation shall indemnify its directors, officers, employees, fiduciaries and agents to the full extent permitted by the Florida Business Corporation Act, as the same may be hereafter amended or supplemented.

2. In particular, and not in derogation of the generality of the foregoing, except as provided in paragraph 3 of this Article, the corporation shall indemnify an individual made a party to a proceeding because he/she is or was a director, against liability incurred in the proceeding if:

- (a) his/her conduct was in good faith;
- (b) he/she reasonably believed that his/her conduct was in, or not opposed to, the corporation's best interests; and
- (c) in the case of any criminal proceeding, he/she had no reasonable cause to believe his conduct was unlawful.

3. The corporation shall not indemnify a director under paragraph 2 of this Article:

- (a) in connection with a proceeding by or in the right of the corporation in which the director was adjudged liable to the corporation; or
- (b) in connection with any other proceeding charging that the director derived an improper personal benefit, whether or not involving acts in his/her official capacity, in which proceeding he/she was adjudged liable on the basis that he/she derived an improper personal benefit.

4. Indemnification under paragraph 2 of this Article in connection with a proceeding by or in the right of the corporation shall be limited to reasonable expenses incurred in connection with the proceeding.

ARTICLE IX - INCORPORATORS

The name and address of each incorporator is:

Name

Address

Craig N. Thatcher

1905 Fortune Road
Salt Lake City, Utah 84104

DATED this 16th day of August, 2007.



Craig N. Thatcher, Incorporator