

(continued)

07/03/08--01012--011 **78.75

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

SUBJECT: MCWhirter Distributors, 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: _____

Cape Coral Tax &
Accounting Services, LLC.
1611 Santa Barbara Blvd.
Suite E
Cape Coral, FL 33991

City, State & Zip

239-573-9100

Daytime Telephone number

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

**ARTICLES OF INCORPORATION
OF:
MCWHIRTER DISTRIBUTERS, INC.**

The undersigned incorporator to these articles of incorporation hereby forms a corporation under Chapter 607 and/or Chapter 621 of the laws of the State of Florida as follows:

**ARTICLE I
NAME & ADDRESS**

The name of the corporation shall be:

MCWHIRTER DISTRIBUTERS, INC.
13832 Fern Trail Dr.
North Fort Myers, FL 33903

The mailing address of the corporation shall be:

13832 Fern Trail Dr.
North Fort Myers, FL 33903

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**ARTICLE II
TERM OF EXISTANCE**

This corporation shall have perpetual existence, commencing upon the date of filing of these articles with the Florida Department of State.

**ARTICLE III
PURPOSE**

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

**ARTICLE IV
POWERS**

The corporation shall have all of the rights and privileges afforded a Corporation under Chapter 607 and/or Chapter 621 of the laws of the State of Florida

Furthermore, the corporation shall have the power:

- (a) To have perpetual succession by its corporate name;
- (b) To sue and be sued, complain, and defend in its corporate name;
- (c) To have a corporate seal, which may be altered at will, and to use it, or a facsimile of it, by impressing, or affixing it or in any other manner reproducing it;
- (d) To purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property or any legal or equitable interest in property wherever located;

- (e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, and otherwise dispose of all or any part of its property;
- (f) To lend money to, and use its credit to assist, its officers and employees to the full extent permitted by law;
- (g) To make contracts and guarantees, incur liabilities, borrow money, issue its notes, bonds, and other obligations (which may be convertible into or include the option to purchase other securities of the corporation), and secure any of its obligations by mortgage or pledge of any of its property, franchises, and income and make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting corporation; a corporation which owns, directly or indirectly, a majority of the outstanding stock of the contracting corporation; or a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding stock of the contracting corporation, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation, and make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation;
- (h) To purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of; and deal in and with, shares or other interest in, or obligations of, any other entity;
- (i) To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment;
- (j) To conduct its business, locate offices and exercise the powers granted by this act within or without this state;
- (k) To elect directors and appoint officers, employees, and agents of the Corporation and define their duties, fix their compensation, and lend them money and credit;
- (l) To make and amend bylaws, not inconsistent with its Articles of Incorporation or with the laws of this state, for managing the business and regulating the affairs of the Corporation;
- (m) To make donations for the public welfare or for charitable, scientific, or educational purposes;
- (n) To transact any lawful business that will aid government policy;
- (o) To pay pensions and establish pension plans, pension trusts, profit sharing plans, share bonus plans, share option plans, and benefit or incentive plans for any or all of its current or former directors, officers, employees and agents and for any or all of the current or former directors, officers, employees and agents of its subsidiaries;
- (p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder; and
- (q) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity;
- (r) To make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the corporation.

ARTICLE V

CAPITAL STOCK

This corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) par value stock, which shall be designated Common Shares.

ARTICLE VI
INITIAL OFFICERS AND/OR DIRECTORS

The Officers of this Corporation shall be as follows:

HUGH B. McWHIRTER
(President)
13832 Fern Trail Dr.
North Fort Myers, FL 33903

ARTICLE VII
REGISTERED AGENT

The name and Florida street address of the Registered agent shall be as follows:

HUGH B. McWHIRTER
13832 Fern Trail Dr.
North Fort Myers, FL 33903

ARTICLE VIII
INCORPORATOR

The name and address of the Incorporator is:

HUGH B. McWHIRTER
13832 Fern Trail Dr.
North Fort Myers, FL 33903

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

Hugh B. McWhirter
Signature/Registered Agent

7-1-08
Date

Hugh B. McWhirter
Signature/Incorporator

7-1-08
Date

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