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TALLAHASSEE, FLORIDA

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FLORIDA PROFIT/NON PROFIT CORPORATION

T&D SPA MANUFACTURING, INC.

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ARTICLES OF INCORPORATION

of

T&D SPA MANUFACTURING, INC.

The undersigned natural person(s) of legal age, acting as incorporator(s) under the provisions of Florida Statutes, Chapter 607, adopt the following Articles of Incorporation:

ARTICLE I

Name

The name and address of this corporation shall be: **T&D SPA MANUFACTURING, INC., 1969 CR 228, Wildwood, FL 34785.**

ARTICLE II

Purposes

The corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE III

Capital Stock

The aggregate number of shares of stock which this Corporation shall have authority to issue shall be 10,000 shares of voting stock, each with a par value of \$1.00 per share, and 90,000 shares of nonvoting common stock, each with a par value of \$1.00 per share. The holders of the voting common stock and nonvoting common stock shall have the same rights, privileges and powers, including but not limited to the right to participate in dividends, except the holders of the nonvoting common stock shall have no voting rights and all voting rights shall be vested exclusively in the holders of the voting common stock.

ARTICLE IV

Subscribers, Incorporators & Directors

The name and address of the Subscriber and Incorporator are:

NAME

GLENDORA L. YODER

ADDRESS

**1969 CR 228
Wildwood, FL 34785**

H. John Feldman, Esquire
Cauthen & Feldman, P.A.
Attorneys at Law
215 North Joanna Avenue
Tavares, FL 32778
(352)343-2225
Florida Bar #0382965
Audit # H080002274103

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The names and addresses of the Director(s) is/are:

<u>NAME</u>	<u>ADDRESS</u>
TERRY D. YODER	1969 CR 228, Wildwood, FL 34785
GLENDORA L. YODER	1969 CR 228, Wildwood, FL 34785
TROY YODER	5147 NC 470, Lake Panasoffkee, FL 33538
BECKY BARNES	5032 NW 40 th Street, Lake Panasoffkee, FL 33538
ELEAZAR FLORES	P.O. Box 560, Oxford, FL 34484
EDWARD SKEHAN, JR.	1107 Caballo Rd, Leesburg, FL 34748
NATHAN J. YODER	2025 E CR 462, Wildwood, FL 34785
MATTHEW YODER	9235 CR 128D, Wildwood, FL 34785
THOMAS YODER	4845 CR 121D, Wildwood, FL 34785

ARTICLE V

Informal Shareholder Action

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the bylaws.

ARTICLE VI

Fundamental Changes

The affirmative vote of holders of the majority of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- A. Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- B. Reorganization, merger or consolidation of the corporation;
- C. Sale, lease or exchange of the major portion of the property or assets of the corporation; or

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D. Dissolution of the corporation.

ARTICLE VII
Term of Existence

This corporation shall exist perpetually.

ARTICLE VIII
Directors

A. The business of the corporation shall be managed initially by a board of nine (9) directors. The number of directors may be, as provided in the bylaws, increased or decreased, but shall never be less than one (1) director.

B. The entire Board of Directors, or any individual director, may be removed from office without assignment of cause by affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote. Directors who are not stockholders may be removed for cause by a majority vote of all classes of stock entitled to vote. Any director who is also a stockholder may be removed for cause by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote exclusive of the director's own shares of stock.

C. Any vacancy on the Board of Directors shall be filled by the shareholders at a regular or special meeting called for that purpose. A shareholder removed as a director for cause shall not be entitled to vote to fill the vacancy by voting for the removed director without prior approval secured by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote, exclusive of the shareholder's own shares of stock.

D. Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

ARTICLE IX
Effective Date

The date that corporate existence shall begin is the date of filing of these Articles with the Department of State. This election is pursuant to Florida Statute 607.0123.

ARTICLE X
Registered Office and Registered Agent

The address of the initial registered office of this corporation is 1969 CR 228, Wildwood, FL 34785. The name of the Registered Agent of this corporation is GLENDORA L. YODER at the above office address.

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ARTICLE XI
Bylaws

Bylaws of this corporation may be adopted, amended, or repealed by either the Board of Directors or by the shareholders entitled to vote, except as otherwise provided in the Bylaws.

IN WITNESS WHEREOF, the undersigned, being the incorporator certifies to the truth of the facts herein stated, this 1st day of October, 2008.

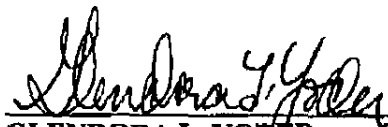


GLENDORA L. YODER

**ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN ARTICLES OF INCORPORATION**

I hereby accept to act as initial Registered Agent for **T&D SPA MANUFACTURING, INC.**, as stated in these Articles of Incorporation.

Dated: October 1, 2008



GLENDORA L. YODER

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