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FLORIDA PROFIT/NON PROFIT CORPORATION
ZENARO LIGHTING, INC.

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**ARTICLES OF INCORPORATION
OF
ZENARO LIGHTING, INC.**

The undersigned, acting as the incorporator of a profit corporation (hereinafter called the "Corporation"), does hereby adopt this Certificate of Incorporation for such Corporation in accordance with Section 607.0202 of the Florida Business Corporation Act (the "Act");

ARTICLE I: NAME

The name of the Corporation shall be Zenaro Lighting, Inc.

ARTICLE II: PRINCIPAL OFFICE

515 East Park Avenue
Tallahassee, Florida 32301

ARTICLE III: PURPOSE

The purpose for which the Corporation is organized is to engage in the transaction of any and all lawful businesses for which corporations may be organized under the Act.

ARTICLE IV: SHARES

The aggregate number of shares of capital stock that the Corporation shall have authority to issue is 10,000,000, par value \$1.00 per share, designated Common Stock. Each share of such Common Stock shall have identical rights and privileges in every respect.

ARTICLE V: INDEMNIFICATION

The directors, officers, employees, and agents of the Corporation shall be indemnified by the Corporation in a manner and to the maximum extent permitted by applicable state or federal law in effect from time to time.

ARTICLE VI: VOTING REQUIREMENTS

Any action of the Corporation that, under the provisions of the Act or any other applicable law, is required to be authorized or approved by the holders of any specified fraction that is in excess of one-half or any specified percentage that is in excess of fifty percent of the outstanding shares (or of any class or series thereof) of the Corporation shall, notwithstanding any law, be deemed effectively and properly authorized or approved if authorized or approved by the vote of the holders of more than fifty percent of the outstanding shares entitled to vote thereon (or, if the holders of any class or series of the Corporation's shares shall be entitled by the Act or any other applicable law to vote thereon separately as a class, by the vote of the holders of more than fifty percent of the outstanding shares of each such class or series). Without limiting the generality of the foregoing, the foregoing provisions of this Article shall be applicable to any required shareholder authorization or approval of: (a) any amendment to these Articles of Incorporation; (b) any plan of merger, share exchange, or reorganization involving the Corporation; (c) any sale, lease, exchange, or other disposition of all, or

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substantially all, the property and assets of the Corporation; and (d) any voluntary winding up and termination of the Corporation.

Directors of the Corporation shall be elected by a plurality of the votes cast by the holders of shares entitled to vote in the election of directors of the Corporation at a meeting of shareholders at which a quorum is present.

Except as otherwise provided in this Article or as otherwise required by the Act or other applicable law, with respect to any matter, the affirmative vote of the holders of a majority of the Corporation's shares entitled to vote on and that voted for or against or expressly abstained with respect to that matter at a meeting of shareholders at which a quorum is present shall be the act of the shareholders.

Nothing contained in this Article is intended to require shareholder authorization or approval of any action of the Corporation whatsoever unless such approval is specifically required by the other provisions of these Articles of Incorporation, the bylaws of the Corporation, or the Act or other applicable law.

ARTICLE VII: REGISTERED AGENT

The name and the Florida street address of the registered agent are:

Name: National Corporate Research, Ltd., Inc.
Address: 515 East Park Avenue
Tallahassee, Florida 32301

ARTICLE VIII: LIMITATION OF LIABILITY

To the fullest extent permitted by applicable law, a director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for an act or omission in the director's capacity as a director, except that this Article does not eliminate or limit the liability of a director of the Corporation to the extent the director is found liable for:

- (i) a breach of the director's duty of loyalty to the Corporation or its shareholders;
- (ii) an act or omission not in good faith that constitutes a breach of duty of the director to the Corporation or an act or omission that involves intentional misconduct or a knowing violation of the law;
- (iii) a transaction from which the director received an improper benefit, either directly or indirectly, whether or not the benefit resulted from an action taken within the scope of the director's office; or
- (iv) an act or omission for which the liability of a director is expressly provided by an applicable statute.

Any repeal or amendment of this Article by the shareholders of the Corporation shall be prospective only and shall not adversely affect any limitation on the personal liability of a director of the Corporation arising from an act or omission occurring prior to the time of such repeal or amendment. In addition to the circumstances in which a director of the Corporation is

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not personally liable as set forth in the foregoing provisions of this Article, a director shall not be liable to the Corporation or its shareholders to such further extent as permitted by any law hereafter enacted, including without limitation any subsequent amendment to the Act.

ARTICLE IX: WRITTEN CONSENTS

Any action that may be taken, or that is required by law or the Articles of Incorporation or bylaws of the Corporation to be taken, at any annual or special meeting of shareholders may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall have been signed and dated by the holder or holders of shares having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all shares entitled to vote on the action were present and voted. Within ten (10) days after obtaining such authorization by written consent, notice must be given to those shareholders who have not consented in writing or who are not entitled to vote on the action.

ARTICLE X: INCORPORATOR

The name and address of the incorporator are as follows:

<u>Name</u>	<u>Address</u>
Mark A. Girtz	3800 Lincoln Plaza 500 N. Akard St. Dallas, Texas 75201

[required signatures on following page]

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

Kim Peters Assistant Secretary
Registered Agent's Signature (REQUIRED)

3-22-2011
Date

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in Section 817.155 of the Florida Criminal Code.

Mark Peters
Incorporator's Signature (REQUIRED)

3/21/11
Date

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