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Florida Department of State
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FLORIDA PROFIT/NON PROFIT CORPORATION

Windermere Ace Hardware, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$70.00

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**ARTICLES OF INCORPORATION
OF
WINDERMERE ACE HARDWARE, INC.**

The undersigned acting as incorporator of this corporation pursuant to Chapter 607 of the Florida statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such corporation.

ARTICLE I- NAME AND ADDRESS OF CORPORATION

The name of the corporation shall be WINDERMERE ACE HARDWARE, INC. The physical address of the corporation shall be 534 S. Dillard Street Winter Garden Florida 34787. The mailing address of the corporation shall be Post Office Box 770099 Winter Garden, Florida 34777.

ARTICLE II-TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE III-NATURE OF BUSINESS

This corporation may engage or transact in any or lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV-CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is ONE HUNDRED THOUSAND (100,000) shares, of which TWO THOUSAND (2,000) shares having a par value of One Dollar (\$1.00) per share shall be shares of Class A voting common stock and NINETY-EIGHT THOUSAND (98,000) shares having a par value of One Dollar (\$1.00) per share shall be shares of Class B non-voting common stock.

The preferences, qualifications, limitations and restrictions, and the special or relative rights with respect to the shares of each class, are as follows:

Each holder of Class A voting common stock of this Corporation shall be entitled to one (1) vote for each share of Class A voting common stock standing in his, her or its name at any and all meetings of the shareholders of this Corporation. Except as otherwise provided by law, no holder of Class B non-voting common stock shall be entitled to cast any vote on account of ownership of such stock.

Except for the difference in voting rights set forth above, the rights, preferences,

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qualifications, limitations and restrictions, and the special or relative rights with respect to the shares of Class B non-voting common stock, shall be identical in all respects to those of the shares of Class A voting common stock. Accordingly, each share of common stock, both Class A voting and Class B non-voting, shall receive equal dividends if and when declared by the Board of Directors, and in the event of any liquidation, dissolution or winding up of this Corporation, the assets and funds of this Corporation shall be paid to and distributed equally among the holders of both the Class A voting and Class B non-voting common stock in proportion to the number of shares held by the holders of such shares.

ARTICLE V-INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial street address of the registered office of this corporation in the state of Florida will be 884 South Dillard Street, Winter Garden, Florida 34787. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this corporation is C. Nick Asma, Esquire. The Board of Directors may from time to time designate a new registered agent.

ARTICLE-VI-INITIAL OFFICERS AND BOARD OF DIRECTORS

- A. The initial number of Directors of this corporation shall be three.
- B. The number of Directors may be increased or diminished from time to time by the By-Laws adopted by the shareholders, but shall never be less than one.
- C. The name and address of the initial members of the Board of Directors, who shall hold office for the first year of existence of this corporation or until his or her successor is either elected or appointed and have qualified, are:

<u>NAME</u>	<u>ADDRESS</u>
William Nick Asma	884 South Dillard Street Winter Garden, Florida 34787
Walter S. Toole, II	PO Box 770099 Winter Garden, Florida 34777
William Neil Asma	PO Box 770099 Winter Garden Florida 34777

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D. The name and address of the initial officers, who shall hold office for the first year of existence of this corporation or until his or her successor is either elected or appointed and have qualified, are:

<u>NAME</u>	<u>OFFICE</u>
Walter S. Toole, II PO Box 770099 Winter Garden FL 34777	President
William Neil Asma PO Box 770099 Winter Garden FL 34777	2 nd Vice President
Patricia S. Toole PO Box 770099 Winter Garden FL 34777	1 st Vice President Secretary/Treasurer

ARTICLE VII-INCORPORATOR

The name and address of the incorporator of this corporation is:

<u>NAME</u>	<u>STREET ADDRESS</u>
C. Nick Asma, Esquire	884 South Dillard Street Winter Garden, Florida 34787

ARTICLE VIII-AMENDMENT TO ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto any right conferred upon the shareholders is subject to this reservation.

ARTICLE IX-INDEMNIFICATION

The corporation shall indemnify any registered agent, officer, director, or incorporator, or any former registered agent, officer or director, to the full extent permitted by law.

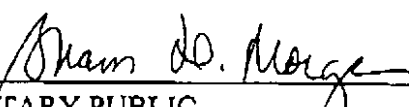
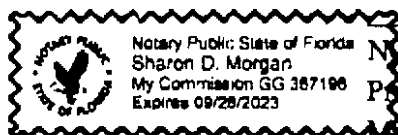
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IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at 884 South Dillard Street, Winter Garden, Florida 34787, this 26th day of October, 2022.



C. Nick Asma, Esquire

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization this 26th day of October, 2022, by C. Nick Asma, who either (a) ☒ is personally known to me, or (b) ___ has produced ___ as identification.


 NOTARY PUBLIC
Sharon D. Morgan
Print Name: _____
My Commission Expires: 9/28/23

Having been named as Registered Agent for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of statutes relative to the proper and complete performance of my duties.


C. Nick Asma, Esquire
884 South Dillard Street
Winter Garden, FL 34787

Date: 10/26/22