

((H95000000335))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: CHINOOK, INC.
FAX AUDIT NUMBER: H95000000335 CURRENT STATUS: REQUESTED
DATE REQUESTED: 01/10/1995 TIME REQUESTED: 10:35:01
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 7 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 072450003255

```
((H95000000335))
** ENTER 'M' FOR MENU. **
ENTER SELECTION AND <CR>:
Help F1  Option Menu F2
```

NUM Connect: 00:08

~~95-648~~

RECEIVED
JUN 19 1949
U.S. DEPT. OF JUSTICE

(7)

ARTICLES OF INCORPORATION

OF

CHINOOK, INC.

The undersigned incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is:

CHINOOK, INC.

The corporation, however, will be doing business as:

GURKA SHUTTERS

ARTICLE II

Existence

The corporation's existence shall commence upon the date of the filing of these Articles of Incorporation.

ARTICLE III

Purpose

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

Prepared By:
Kenneth J. Hamel, Esq.
1350 Nedrupa Avenue, Suite 202
Coral Gables, FL 33146
305-598-5003
Florida Bar No : 951842

H9 50000 0033 5

H9 50000 0033 5

ARTICLE IV

Authorized Capital

The corporation is authorized to issue 10,000 shares of common stock, with a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services either actually performed for the corporation or in exchange for a written promise to perform services in the future, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE V

Address

The address of the principal office of the corporation, and its mailing address, is 1924 N.E. 18th Street, Fort Lauderdale, Florida, 33305.

ARTICLE VI

Registered Office and Agent

The street address of the corporation's initial registered office is 1391 29th Street, Vero Beach, Florida. The name of the initial registered agent at such office is Richard W. Gurka, Jr.

ARTICLE VII

Directors

The corporation shall have two (2) directors initially. The number of directors constituting the Board of Directors shall be not less than one (1) nor more than five (5) persons. Initially, the corporation shall have two (2) directors. The names and addresses of the initial members of the Board of Directors is as follows:

| <u>Name</u> | <u>Address</u> |
|-----------------------|--|
| Richard W. Gurka, Jr. | 1924 N.E. 18th Street Fort Lauderdale, FL 33305 |
| Gair O'Neill | 1924 N.E. 18th Street Fort Lauderdale, FL 33305 |

ARTICLE VIII

Amendments

The corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

ARTICLE IX

Officers

This corporation shall have a President who shall at all times be a member of the Board of Directors, a Secretary, a Treasurer and such other officers as the Board may from time to time by resolution create. The election of officers shall take place at the first meeting of the shareholders. The names of the officers who are to serve until the first election are:

Richard W. Gurka, Jr.
Gair O'Neill
Gair O'Neill
Gair O'Neill

President
Vice-President
Secretary
Treasurer

ARTICLE X

Bylaws

The corporation's board of directors is specifically authorized from time to time to adopt bylaws, not inconsistent herewith or with shareholder agreements, restraining the alienation of shares of stock of this corporation and providing for the purchase or redemption by the corporation of its shares of stock.

ARTICLE XI

Meetings

Any action required or permitted by law to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice, and without a vote, if the action is taken by the holders of outstanding stock of each voting group entitled to vote thereon having not less than the minimum number of votes with respect to each voting group that would be necessary to authorize or take such action at a meeting at which all voting groups and shares entitled to vote thereon were present and voted.

H9 500 00 0033 5

H9 500 00 0033 5

H9 50000 0033 5

Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to shareholders who have not consented on writing or who are not entitled to vote on the action.

Any action required or permitted by law to be taken at a board of directors' meeting or committee meeting may be taken without a meeting if the action is taken and consented to in writing by all the members of the board or committee.

ARTICLE XII

Indemnification

This corporation shall indemnify every person who is or was threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative, or investigative by reason of the fact that he or she is or was a director or officer of this corporation against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit or proceeding, (except in cases involving gross negligence or willful misconduct in the performance of his or her duties), to the full extent permitted by applicable law. Such indemnification may, in the discretion of the board of directors, include advances of his or her expenses in advance of final disposition subject to the provisions of applicable law. The right of indemnification herein provided shall not be exclusive or other rights to which any person may now or hereafter be entitled as a matter of law.

ARTICLE XIII

Incorporator

The name and address of the incorporator of the corporation Richard W. Gurka, Jr., 1924 N.E. 18th Street, Fort Lauderdale, FL 33305.

ARTICLE XIV

Preemptive Rights

The corporation elects to have preemptive rights to acquire the corporation's unissued shares upon the decision of the board of directors to issue them.

H9 50000 0033 5

JAN-10-1995 11:47 FROM EMPIRE

TO

DIU CORP ELT FI

P.06

H95000000335

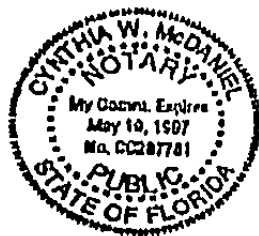
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 9th day of JANUARY, 1995.

Richard W. Gurka, Jr.
Richard W. Gurka, Jr.

STATE OF FLORIDA)

COUNTY OF TRIMIN) ss.

THE FOREGOING INSTRUMENT was acknowledged before me this 9th day of JANUARY, 1995, by RICHARD W. GURKA, JR., who is either personally known to me or has produced a Florida Driver's License as identification.



Cynthia W. McDaniel
Notary Public, State of Florida at Large
Commission No. _____

H95000000335

#950000003

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned, corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is Chinook, Inc.
2. The name and address of the registered agent and office is:

Richard W. Gurka, Jr.
1391 29th Street
Vero Beach, FL 32961

SIGNATURE *Richard W. Gurka, Jr.*
TITLE *President*
DATE *1-12-95*

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE *Richard W. Gurka, Jr.*
DATE *1-12-95*

055000000350



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 31, 1995

GAIR O'NEILL
P.O. BOX 1977
VERO BEACH, FL 32961

SUBJECT: CHINOOK, INC.
Ref. Number: P95000003157

We have received your document for CHINOOK, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please return 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 (904) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 995A00014714

55 APR 10 PM 1:49
TALLAHASSEE, FLORIDA

FILED

RECEIVED
57 APR 10 AM 9:00
TALLAHASSEE, FLORIDA

Handwritten: 35.00

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION OF
CHINOOK, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendments adopted:

AMENDMENT ONE

"ARTICLE VI" shall be amended to declare Gair O'Neill as the registered agent and as such shall read as follows:

Registered Office and Agent

The street address of the corporation's registered office is 1391 29th Street, Vero Beach, Florida. The name of the registered agent at such office is Gair O'Neill.

AMENDMENT TWO

"ARTICLE VII" shall be amended to delete Richard W. Gurka, Jr. as a Director of the corporation, and to include Helen O'Neill, and Michelle O'Neill, as Directors and as such shall read as follows:

Directors

The corporation shall have three (3) directors. The number of directors constituting the Board of Directors shall be not less than one (1) nor more than five (5) persons. The corporation shall have three (3) directors. The names and addresses of the members of the Board of Directors are as follows:

| <u>Name</u> | <u>Address</u> |
|------------------|--|
| Gair O'Neill | 1924 N.E. 18th Street Fort Lauderdale, FL 33305 |
| Helen O'Neill | 6557 S.W. 41st Place, Davie, FL 33305 |
| Michelle O'Neill | 1101 N.W. 146st Street North Miami, FL 33168 |

FILED
95 APR 10 PM 1:49
TALLAHASSEE, FLORIDA

AMENDMENT THREE

"ARTICLE IX" shall be amended to delete Richard W. Gurka, Jr. as President of the corporation, and to declare the new officers of the corporation and as such, shall read as follows:

Officers

This corporation shall have a President who shall at all times be a member of the Board of Directors, a Secretary, a Treasurer and such other officers as the Board may from time to time by resolution create. The election of officers shall take place at the first meeting of the shareholders. The names of the officers who are to serve until the first election are:

| | |
|------------------|----------------|
| Gair O'Neill | President |
| Helen O'Neill | Vice-President |
| Michelle O'Neill | Secretary |
| Gair O'Neill | Treasurer |

AMENDMENT FOUR

As the Registered Agent of the Corporation has changed, Gair O'Neill has executed the Certificate of Designation of Registered Agent, and Registered Office which is attached to these articles of amendment.

SECOND: The date of each amendment's adoption is March 1, 1995.

THIRD: Adoption of the Amendments

The amendments were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval.

Signed this 22nd day of March, 1995.

Signature



GAIR O'NEILL

Typed Name

PRESIDENT

Title

FILED
95 APR 10 PM 1:19
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is Chinook, Inc.
2. The name and address of the registered agent and office is:

Gair O'Neill
1391 29th Street
Vero Beach, FL 32961

SIGNATURE Gair O'Neill
TITLE President
DATE 3/22/95

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE Gair O'Neill
DATE 3/22/95