

P95000009400

(Requestor's Name)

COOL IT INSULATION  
1001 56TH AVE. S.  
ST. PETERSBURG, FL 33705

OFFICE USE ONLY

12/14/94 01015-001  
\*\*\*\*122.50 \*\*\*\*122.50

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. COOL IT INSULATION  
(Corporation Name) (Document #)
2. (Corporation Name) (Document #)
3. (Corporation Name) (Document #)
4. (Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time ☐ Certified Copy
- ☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials



FLORIDA DEPARTMENT OF STATE  
Sandra B. Morham  
Secretary of State

January 4, 1995

HOWARD HALPERN  
1001 56TH AVE. S.  
ST. PETERSBURG, FL 33705

We have received your document for COOL IT INSULATION, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

WE MUST HAVE ORIGINAL SIGNATURES. THESE ARE TWO PHOTOCOPIES.

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) 487-6931.

Steven Godfrey  
Corporate Specialist

Letter Number: 895A00000201



FLORIDA DEPARTMENT OF STATE

Jim Smith  
Secretary of State

December 14, 1994

HOWARD HALPERN  
1001 56TH AVE. S.  
ST. PETERSBURG, FL 33705

SUBJECT: COOL IT INSULATION  
Ref. Number: W94000026668

We have received your document for COOL IT INSULATION and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

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) 487-6931.

Steven Godfrey  
Corporate Specialist

Letter Number: 094A00053126

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## ARTICLE IV

### AUTHORIZED SHARES

The maximum number of shares of stock authorized to be issued by the Corporation is 1,000 shares of capital stock, all of which shares shall be common shares of the par value of \$1.00 per share and each of which shall have the same rights and privileges.

Each of the common shares shall entitle the holder thereof to one vote at any shareholders' meeting and otherwise to participate in all such meetings and in the assets of the Corporation. They shall be issued for such consideration as may be determined from time to time by the Board of Directors, provided that such consideration shall have a value at least equal to the full par value of such shares. The shares may be paid for in lawful money of the United States of America, or in property, labor or services.

## ARTICLE V

### INITIAL REGISTERED OFFICE

The street address of the initial registered office of the Corporation is 1001 56TH AVENUE SOUTH, ST. PETERSBURG, FLORIDA 33705, and the name of the initial registered agent at that address is CHARLES F. STRICKLAND.

## ARTICLE VI

### BOARD OF DIRECTORS

- A. Initial Board of Directors. The name and address of the initial director of the Corporation is:

HOWARD HALPERN  
12492 WINDTREE BLVD  
SEMINOLE, FLORIDA 34642

CHARLES F. STRICKLAND  
1001 56TH AVENUE SOUTH  
ST. PETERSBURG, FLORIDA  
33705

- B. Number and Term. The Board of Directors shall be composed of no less than one (1) member who shall be elected at the annual meeting of shareholders to be held at the time and place prescribed in the By-Laws. The exact number of directors may be fixed by the By-Laws or by the shareholders. Directors need not be shareholders of the Corporation. They shall hold office after their election for a period of one year or until their successors are duly elected and qualified, subject to their resignation or their removal by the shareholders at any time with or without cause.

The initial member of the Board of Directors, as named in these Articles, shall hold office for the first year of existence of the Corporation or until his respective successor(s) are duly elected and qualified.

- C. Powers and Duties. Included among the powers and duties of the Board of Directors are the following:
- (1) electing the officers of the Corporation;
  - (2) exercising complete charge of the business of the Corporation, including electing committees of the Board and delegating to them, as well as to the officers of the Corporation, such powers in the conduct of the Corporation's business as may be deemed advisable;
  - (3) determining the compensation of the officers, including those who may also be directors; and
  - (4) specifying the condition upon which certificates representing shares of the Corporation shall be issued, and replacing lost or destroyed certificates by a new issue.

The foregoing notwithstanding, the powers and duties of the Board of Directors shall be limited as may be provided in the By-Laws or resolutions of the shareholders.

Except as otherwise required by the laws of the State of Florida, the powers and duties of the Board of Directors may be delegated to an Executive Committee.

## ARTICLE VII

### OFFICERS

- A. Officers of the Corporation shall consist of a President, Vice President, Secretary and Treasurer, as well as such other officers as the Board of Directors may deem advisable.
- B. Officers need not be shareholders of the Corporation.
- C. All officers shall have rank, tenure of office, powers, and duties as may be prescribed by the By-Laws or the Directors by appropriate resolution.

## **ARTICLE VIII**

### **INCORPORATORS**

The names and street addresses of the persons signing these Articles is:

**HOWARD HALPERN  
12492 WINDTREE BLVD  
SEMINOLE, FLORIDA 34642**

**CHARLES F. STRICKLAND  
1001 56TH AVENUE SOUTH  
ST. PETERSBURG, FLORIDA  
33705**

## **ARTICLE IX**

### **INDEMNIFICATION**

- A. Any person who was or is a party or is threatened to be made a part to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including by or in the right of the Corporation) by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation against expenses (including reasonable attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith in a manner he reasonably believed to be in or not opposed to the best interest of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful, to the maximum extent permitted by and in the manner provided by the laws of the State of Florida.
- B. The Corporation shall not, however, indemnify any director, officer or employee with respect to matters as to which he shall be finally adjudged in any such action, suit or proceeding to be liable for negligence or misconduct in the performance of his duty to the Corporation as such director, officer or employee, or to be guilty of fraud or material misrepresentation to the Corporation, its Board of Directors, its shareholders, or to any other person, nor in respect of any matter on which any settlement or compromise is effected, where the settlement or compromise shall have substantially exceeded the expense which might have reasonably been incurred by such director, officer or employee in conducting such litigation to its final conclusion. The right of indemnification granted by this Article shall not be conclusive of other rights to which any director, officer or employee may be entitled as a matter of law. Furthermore, additional rights of indemnification may be provided in the By-Laws.

## ARTICLE X

### MISCELLANEOUS

#### A. Other Officers, Agencies and Branches

The Corporation may have other offices, agencies and branches at such places either within or without the State of Florida as may be determined by the Board of Directors.

#### B. Location of Shareholders and Directors Meetings

Meetings of the shareholders and directors of the Corporation may be held at places within or without the State of Florida, and the place or places for the holding of such meetings may be specified in the By-Laws or by the Board of Directors.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 12TH  
day of MAY, 1995.

  
HOWARD HALPERN

  
CHARLES F. STRICKLAND

STATE OF FLORIDA



I HEREBY CERTIFY that before me, the undersigned authority, this day personally appeared HOWARD HALPERN, Soc Sec# 35 24 5122, to be known to me and after presentment of a Valid Florida Drivers License No: 1A 1116 315 16 2400 to be the person described in and who signed the foregoing Articles of Incorporation, and who acknowledged before me that he executed the same freely and voluntarily for the uses and purposes herein expressed.

WITNESS my hand and official seal at Largo, Florida this 19 day of January, 1995.

MY COMMISSION EXPIRES:



NANCY J. BRASSER  
MY COMMISSION EXPIRES  
AUGUST 4, 1995  
BOKFOLD TRUST FIDELITY INSURANCE CO.

Nancy J. Brasser  
NOTARY PUBLIC, State of Florida

I HEREBY CERTIFY that before me, the undersigned authority, this day personally appeared **CHARLES F. STRICKLAND**, Soc Sec# 253-27-254 to be known to me and after presentment of a Valid Florida Drivers License No. 8A-116-2-241-9 to be the person described in and who signed the foregoing Articles of Incorporation, and who acknowledged before me that he executed the same freely and voluntarily for the uses and purposes herein expressed.

WITNESS my hand and official seal at ST. PETERSBURG, Florida this 12TH day of January, 1995.

MY COMMISSION EXPIRES:

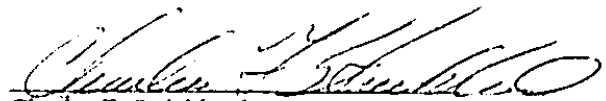
Neil Kessen  
NOTARY PUBLIC, State of Florida



**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

The undersigned, having been designated as Registered Agent of the **COOL IT INSULATION, INC.** in its Articles of Incorporation, hereby accepts such designation and agrees to comply with the provisions of F.S. Sec. 48.091, relative to keeping the corporation's registered office open.

Dated this 12TH day of January, 1995.



Charles F. Strickland  
Registered Agent

FILED  
SECRETARY OF STATE  
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