

SANDERS, McLEWIS, MARTINEZ, TUTT & DUNN, P.A.

ATTORNEYS AT LAW
1000 N. GAINES STREET
TALLAHASSEE, FLORIDA 32309
(904) 222-1111
FAX (904) 222-1112

RECEIVED
FEB 14 1995
FEB 14 1995
FEB 14 1995

P9500012767

February 14, 1995

FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 E. Gainer Street
Tallahassee, FL 32399

41000114001114
02/14/95 0100 000
****122.50 ****122.50

Re: R. M. WEMPLE POOLS, INC.

Gentlemen:

Please find enclosed an original and one copy of the Articles of Incorporation and an original and one copy of the Certificate Designating Registered Agent and Place of Business for Service of Process for the above referenced matter.

Also enclosed is our firm's check in the amount of \$122.50 which represents filing fees. Please file the Articles of Incorporation and return a certified copy to our office.

Should you have any questions, please do not hesitate to contact me.

Sincerely,

Terry D. Dixon

TDD/bw
Enclosures

T. BROWN FEB 15 1995

FILED
95 JUN 13 1971
FBI - TAMPA

ARTICLES OF INCORPORATION
OF
B. M. WEMPLE POOLS, INC.

The undersigned subscriber to these Articles of Incorporation, makes, subscribes and acknowledges the following Articles of Incorporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation shall be:

B. M. WEMPLE POOLS, INC.

ARTICLE II - DURATION.

The corporation shall have perpetual existence unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The general nature of the business to be transacted by this corporation shall be:

(a) To engage in every phase and aspect of business that a corporation under the laws of the State of Florida, is authorized to render.

(b) To invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investments, and to own real and personal property necessary for the operation of such corporation.

(c) To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objects of

this corporation enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of this corporation; and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objects of this corporation.

(d) It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes, as the same may be from time to time amended.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the corporation shall have authority to issue shall be one hundred (100) shares of common stock of the par value of One and No/100 Dollars (\$1.00) per share.

ARTICLE V - PLACE OF BUSINESS

The principal place of business of the corporation shall be:

4824 Bass Point Road
Orlando, Florida 32820

The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit. The incorporator of the corporation shall be:

Bruce M. Wemple
4824 Bass Point Road
Orlando, Florida 32820

ARTICLE VI.

The initial registered agent of the corporation shall be Karen Wemple at the registered address of 4824 Bass Point Road, Orlando, Florida 32820.

ARTICLE VII.

The corporation shall have one (1) Director initially. The number of Directors may be increased or decreased from time to time by the By-Laws adopted by the shareholders, but shall never be less than one (1). The shareholders shall have the right and power at any regular meeting or at any special meeting called for such purpose to remove any director of the corporation with or without cause.

ARTICLE VIII.

The names and addresses of the members of the initial Board of Directors who shall hold office until their successors are elected and have qualified, are as follows:

Bruce M. Wemple
4824 Bass Point Road
Orlando, Florida 32820

ARTICLE IX.

The names of the initial officers of the corporation are as follows:

President/Secretary/Treasurer -- Bruce M. Wemple

ARTICLE X.

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE XI.

No shareholder of this corporation may sell or transfer his shares of stock therein except to another individual who is eligible to be a shareholder of this corporation. No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

ARTICLE XII.

(a) The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil or criminal, administrative or investigative, 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, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, or other proceeding, including any appeal thereof, if he acted in good faith or in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or

proceeding, if he had no reasonable cause to believe his conduct was unlawful. However, with respect to any action by or in the right of the corporation to procure a judgment in its favor, no indemnification shall be made in respect of any claim, issue, or matter as to which such person is adjudged liable for negligence or misconduct in the performance of his duty to the corporation unless, and only to the extent that, the court in which such action or suit was brought determines, on application, that despite the adjudication of liability, such person is fairly and reasonably entitled to indemnity in view of all the circumstances of the case. Any indemnification hereunder shall be made only on a determination by a majority of disinterested directors or a majority of shareholders that indemnification is proper in the particular circumstances because the party to be indemnified has met the applicable standard of conduct. Determination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the party did not meet the applicable standard of conduct. Indemnification hereunder may be paid by the corporation in advance of the final disposition of any action, suit or proceeding, on a preliminary determination that the director, officer, employee, or agent met the applicable standard of conduct and on receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount, unless it ultimately determined that he is entitled to be indemnified by the corporation as authorized in this section.

(b) The corporation shall also indemnify any director, officer, employee, or agent who has been successful on the merits or otherwise, in defense of any action, suit or proceeding, or in defense of any claim, issue, or matter therein, against all expenses, including attorneys' fees, actually and reasonably incurred by him in connection therewith, without the necessity of an independent determination that such director, officer, employee, or agent met any appropriate standard of conduct.

(c) The indemnification provided for herein shall continue as to any person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, administrators of such person.

(d) In addition to the indemnification provided for herein, the corporation shall have the power to make any other or further indemnification, except an indemnification against gross negligence or wilful misconduct, under any resolution or agreement duly adopted by a majority or disinterested directors, or duly authorized by a majority of shareholders.

(e) If any expense or other amounts are paid by way of indemnification, otherwise than by court order or action by the shareholders, the corporation shall, not later than the time of delivery to the shareholders of written notice of the next annual meeting, unless such meeting is held within three months from the date of such payment, and, in any event, within fifteen months from the date of such payment, deliver by mail to each shareholder of record at the time entitled to vote for the election of directors,

a statement specifying the persons paid, the amount so paid, and the nature and status at the time of such payment of the litigation or threatened litigation.

ARTICLE XIII.

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price at which it is offered to others, a pro rata portion of:

(1) Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or property or leases thereof; or

(2) Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

ARTICLE XIV.

The shareholders of this corporation shall have the sole power to establish, enact, alter or repeal By-Laws for the management of

this corporation, and the duties of the officers of this corporation shall be prescribed by such By-Laws. In addition such By-Laws may include, by unanimous decision of all the shareholders, any regulatory or restrictive provisions regarding the sale, transfer, or other disposition of any of the outstanding shares of stock of this corporation by any of its shareholders, or in the event of the death of any of its shareholders.

ARTICLE XV.

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, this corporation shall have all and singular the following powers:

(a) To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

(b) At its option, to purchase and acquire any or all of its shares owned and held by any such shareholder as should desire to sell, transfer, or otherwise dispose of his shares, or any or all of its shares owned and held by a shareholder who dies, all in accordance with the By-Laws adopted by the shareholders of this corporation setting forth the terms and conditions of such purchase; provided however, the capital of this corporation cannot be impaired thereby.

(c) To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit-sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, or (6) other retirement or incentive compensation plan.

ARTICLE XVI.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XVII.

The mailing address for correspondence purposes of the corporation shall be:

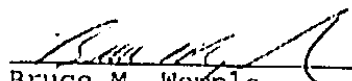
B. M. Wemple Pools, Inc.
4824 Bass Point Road
Orlando, Florida 32820

ARTICLE XVIII.

The shares of stock shall be distributed as follows:

3 BRUCE M. WFMPLE 100 SHARES

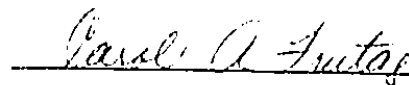
IN WITNESS WHEREOF, the subscriber affixed his signature this
1 day of November, 1994.


Bruce M. Wemple

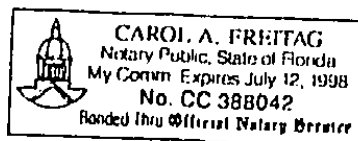
STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day before me, a Notary Public
duly authorized in the State and County named above to take
acknowledgments, personally appeared Bruce M. Wemple, who provided
his Florida driver's license as identification, # W514-073-61-25
_____ and who did not take an oath, and
who executed the foregoing Articles of Incorporation, and
acknowledged before me that he subscribed to these Articles of
Incorporation.

WITNESS my hand and official seal in the County and State
named above this 1 day of November, 1994.



NOTARY PUBLIC - State of Florida
Commission No.:
My Commission Expires:



5

CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTIONS 48.091 AND 607.325, FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED:

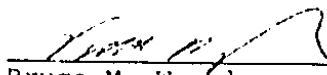
FIRST THAT B. M. WEMPLE POOLS, INC.
(Name of Organization)

WITH ITS PLACE OF BUSINESS AT:
4824 Bass Point Road, Orlando, Florida 32820

HAS NAMED Karen Wemple
(Name of Registered Agent)

LOCATED AT 4824 Bass Point Road, Orlando, Florida 32820
(Street Address)

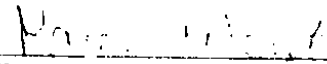
AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA

SIGNATURE 
Bruce M. Wemple

TITLE President/
Secretary/Treasurer

DATE 11-1-84

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED ORGANIZATION, 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 ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTIONS 48.091 AND 607.325 FLORIDA STATUTES.

SIGNATURE 
Karen Wemple
(Registered Agent)

DATE 11-1-84

FILED
55 FEB 13 MID 55
CLERK
TOLSON
FBI