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February 17, 1995

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

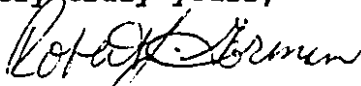
RE: SHED AND TOPPER COUNTRY, INC.

Gentlemen:

Enclosed herewith please find the original and one copy of the Articles of Incorporation of the above referenced corporation. You will also find this firm's check in the amount of \$122.50 which sum represents your filing fee.

Please forward the certified copy of the Articles of Incorporation directly to the undersigned. If you have any questions, do not hesitate to contact this office.

Very truly yours,



Robert J. Gorman

RJC/cat

Enclosures

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JB 2/22/95

TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
SHED AND TOPPER COUNTRY, INC.**

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby associate themselves with others to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be: SHED AND TOPPER COUNTRY, INC.

ARTICLE II

The general nature of the business to be transacted by the corporation and its powers are:

(a) To engage in the business of acquiring and resale of pickup and truck bed toppers, covers and accessories, sheds of all types, and construction to be resold to members of the public;

(b) To do all the things and to have and exercise all of the powers, rights, privileges now or hereafter conferred by the Laws of the State of Florida upon corporations;

(c) To perform fully any agreement with any person who purchases shares from the corporation under an agreement reserving to the corporation the right to repurchase or obligating it to repurchase such shares;

(d) To engage generally in business generally within the State of Florida.
to engage in business generally within the State of Florida;

ARTICLE III

The maximum number of shares that this corporation is authorized to have outstanding at any time is 7,500 share of common stock having a par value of One Dollar (\$1.00), which shall be fully paid and non-assessable. The holders of each share of common stock shall have one vote for each share owned. If at any time the holders of a majority or more of the then issued and outstanding shares of the corporation shall enter into an agreement restricting or limiting the sale, transfer, assignment, pledge or hypothecation of the shares of the corporation or any part thereof to which agreement the corporation shall become a party, the corporation shall thereupon observe and carry out upon and as

its part the terms of any such agreement, and shall refuse to recognize any sale, transfer, assignment, pledge or hypothecation, or any attempted sale, transfer, assignment, pledge or hypothecation, of any of the shares covered by such agreement, unless the same be in conformity with the terms and conditions of such agreement, provided that a copy of such agreement be filed in the principal office of the corporation, and further provide that notice of the existence of such provision be noted conspicuously on the face or back of each and every Certificate of shares subject to the terms of any such agreement.

ARTICLE IV

The amount of capital with which this corporation is commencing business is not less than \$500.00.

ARTICLE V

This corporation shall have perpetual existence.

ARTICLE VI

Registered Agent for this corporation shall be Alan H. Broder and the registered office of the corporation shall be 1217 S. Federal Highway, Suite C, Stuart, Florida 34994. The principal office of this corporation shall be 1217 S. Federal Highway, Suite C, Stuart, Florida.

ARTICLE VII

The corporation shall initially, have two (2) Directors. The number of Directors may be increased or diminished from time to time in accordance with the By-Laws adopted for the conduct of the affairs of the corporation.

ARTICLE VIII

The names and address of the initial directors are: ALAN H. BRODER, 745 Altura Street, Port St. Lucie, Florida, and DIANE BRODER, 745 Altura Street, Port St. Lucie, Florida.

ARTICLE IX

The names and street address of the incorporators of this corporation is ALAN H. BRODER, 745 Altura Street, Port St. Lucie, Florida, and DIANE BRODER, 745 Altura Street, Port St. Lucie, Florida.

ARTICLE X

The business of the corporation shall initially be conducted by a President, Vice President, Secretary and Treasurer. The business of the corporation shall at any future time be conducted by such other offices as may be elected and qualified pursuant to the By-Laws of this corporation which may be adopted for the conduct of the affairs thereof. The following shall constitute the officers of the corporation until the first meeting thereof, or until their successors are duly elected and qualified:

be adopted for the conduct of the affairs thereof. The following shall constitute the officers of the corporation until the first meeting thereof, or until their successors are duly elected and qualified:

President and Treasurer ALAN H. BRODER

Vice President and Secretary ---- DIANE BRODER

ARTICLE XI

There 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 stockholders, and approved at a stockholder's meeting by majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to the Articles of Incorporation be made.

IN WITNESS WHEREOF the undersigned has set his hand and seal this 16th day of February, 1995.

Alan H. Broder

ALAN H. BRODER, Incorporator

Diane M. Broder

DIANE BRODER

STATE OF FLORIDA
COUNTY OF ST. LUCIE

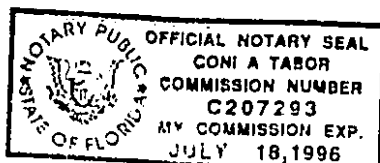
BEFORE ME, the undersigned authority, personally appeared ALAN H. BRODER and DIANE BRODER, known to me or has produced _____ as identification, and who ✓ did _____ did not take an oath, and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me, according to law, that he made the same for the uses and purposes therein mentioned and set forth.

WITNESS my hand and official seal, in the County and State last aforesaid this 16th day of February, 1995.

Liane C. Tabor

Notary Public

My Commission Expires:



**ACKNOWLEDGMENT AND ACCEPTANCE OF
REGISTERED AGENT**

The undersigned, having been named as the Registered Agent for SHED AND TOPPER COUNTRY, INC., and as agent to accept service of process of such corporation, at the place designated in Article VI, does hereby accept to act in this capacity, and agrees to comply with the provisions of the General Corporation Act, Chapter 607 of the Florida Statutes, relative to keeping the registered office of said corporation open.


ALAN I. BRODER

FILED
1995 FEB 22 PM 3:00
TALLAHASSEE, FLORIDA