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PENNII JN & HABEN

A PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

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† Also Admitted in Tennessee  
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\*Not A Member Of The Florida Bar

95 FEB 22 PM 2:59

DIVISION OF CORPORATIONS

212 SOUTH MONROE STREET  
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1002 WEST 23RD STREET, SUITE 350  
PANAMA CITY, FLORIDA 32405  
(904) 769-7864

REPLY TO:

P.O. BOX 10095

TALLAHASSEE, FL 32302-2095

February 22, 1995

400001412834  
-02/22/95--01058--016  
\*\*\*\*122.50 \*\*\*\*122.50

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Foundation Systems, Inc.

Dear Sir or Madame:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced corporation. In addition, you will also find enclosed my check in the amount of \$122.50 which represents the filing fees, certified copy and the Registered Agent Designation.

If I may be of any further assistance to you, please do not hesitate to contact me.

Sincerely,

PENNINGTON & HABEN, P.A.

Marc W. Dunbar

Pick up  
3:30

MWD/tmz  
Enclosures

FILED  
1995 FEB 21 PM 3:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

BROWN FEB 22 1995

**ARTICLES OF INCORPORATION  
OF  
FOUNDATION SYSTEMS, INC.**

The undersigned hereby makes, subscribes, acknowledges, and files this certificate for the purpose of becoming a corporation for profit under the laws of the State of Florida:

ARTICLE I

Name

The name of this Corporation shall be FOUNDATION SYSTEMS, INC.

ARTICLE II

Purpose

This Corporation shall be organized for the purpose of engaging in any business which is lawful under the laws of the State of Florida.

ARTICLE III

Agent

The registered agent of this Corporation shall be Ben H. Wilkinson. The address of the registered agent shall be 215 South Monroe Street, Second Floor, Tallahassee, Florida 32301.

ARTICLE IV

Existence

This Corporation shall have perpetual existence.

ARTICLE V

Address

The initial street address of the principal office of this Corporation shall be 732 Blountstown Highway, Tallahassee, Florida 32304. The mailing address for the corporation shall be Post Office Box 2442, Tallahassee, Florida 32316.

ARTICLE VI

Capital Stock

The authorized capital stock of this Corporation shall consist of 10,000 shares of voting common stock having a par value of ten cents (\$0.10) each.

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TALLAHASSEE  
SECRETARY OF STATE

## ARTICLE VII

### Preemptive Rights, Cumulative Voting

Holders of the capital stock of the Corporation shall have the preemptive right to purchase any new shares of stock or securities, or rights to acquire stock or securities of the Corporation. Cumulative voting shall not be allowed in the election of its directors or for any other purposes.

## ARTICLE VIII

### Directors

This Corporation shall have no more or less than three (3) directors. The number on the Board shall be set from time to time by the Board of Directors of the Corporation, or by the stockholders at an annual or special meeting thereof. The initial Director of the Company shall be as follows:

<u>Name</u>	<u>Address</u>
Ken Cashin	3771 Bobbin Mill Road Tallahassee, Florida 32312
Mike Cashin	1250 Live Oak Plantation Road Tallahassee, Florida 32308
Thomas L. Kern	600 Hagerty Drive Fremont, Ohio 43420

## ARTICLE IX

### Incorporator

The name and address of the Incorporator is: Marc W. Dunbar, 215 South Monroe Street, 2nd Floor, Tallahassee, Florida 32301.

## ARTICLE X

### Officers

The officers of the Corporation shall be a president, vice president and a treasurer, and such other officers or agents as may be appointed by the Board of Directors. All officers, agents or employees as may be necessary shall be chosen in such a manner, for such time, and have such duties as may be described by the By-Laws

or determined by the Board of Directors. The names of the initial officers are as follows:

<u>Office</u>	<u>Name</u>
President	Thomas L. Kern
Treasurer	Ken Cashin
Secretary	Mike Cashin

#### ARTICLE XI

##### Indemnification

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, 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, suit or proceeding, including appeals, to the full extent permitted under Chapter 607, Florida Statutes, or its successor statute.

Indemnification as provided hereunder shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of his heirs, executors, administrators and assigns.

IN WITNESS WHEREOF, I, the undersigned Incorporator, hereby set my hand and seal this 22<sup>nd</sup> day of February, 1995 for the purpose of forming this Corporation under the laws of the State of Florida, and I hereby make and file in the Office of the Secretary of the State in the State of Florida the Certificates of Incorporation and certify that the facts herein stated are true.

  
MARC W. DUNBAR, Incorporator

BEFORE ME, the undersigned officer, duly authorized to take acknowledgments and administer oaths, personally appeared MARC W. DUNBAR, and being first duly sworn and upon his oath, stated that he signed the above Articles of Incorporation for the conditions and purposes therein expressed this 21<sup>st</sup> day of February, 1995.



NOTARY PUBLIC - STATE OF FLORIDA

THERESA M. ZERKLE

Notary Public - State of Florida

My Commission Expires May 9, 1995

PRINTED NAME OF NOTARY; COMMISSION  
NUMBER AND EXPIRATION OF COMMISSION

Personally known to me ✓  
or produced the following identification: \_\_\_\_\_

**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:

FOUNDATION SYSTEMS, INC.

2. The name and address of the registered agent and office is:

Ben H. Wilkinson, Esq.  
Pennington & Haben, P.A.  
215 South Monroe Street, 2nd Floor  
Tallahassee, Florida 32301

FILED  
1995 FEB 21 PM 3:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SIGNATURE: \_\_\_\_\_

(corporate seal)

TITLE: \_\_\_\_\_

DATE: \_\_\_\_\_

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: \_\_\_\_\_

DATE: \_\_\_\_\_

REGISTERED AGENT FILING FEE: \$35.00