

P95000015893

Thomas X Baugh
(Requestor Name)
125 Kendall Ave
(Address)
Crofton MD (32726)
(City, State, Zip) (Phone #)

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OFFICE USE ONLY

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

1. Y. W. B. Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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☐ Certified Copy

☐ Mail out ☐ Will wait ☐ Photocopy

☐ Certificate of Status

53 FEB 24 AM 11:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

2/27/95
TK

Examiner's Initials

ARTICLES OF INCORPORATION
OF

T.W.B., INC.

FILED
55 FEB 24 AM 11:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as subscribers for a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation.

ARTICLE I

NAME

The name of this corporation is:

T.W.B., INC.

ARTICLE II

NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a nominal or par value of \$1.00 per share.

The common stockholders of this corporation may enter into written agreement subjecting the disposition or transfer of all or any common stock of this corporation to reasonable restraints by sale, assignment, pledge, will, inter vivos gift, or any other method of transfer or encumbrance of said common stock.

Stockholders may include in their agreements between themselves the following as matters of agreement:

(1) Any reasonable limitation upon the transferability, assignment, or pledge of said common stock; and/or

(2) The conferring or preemptive rights of purchase upon officers and/or common stockholders as conditions precedent to the sale, assignment, bequest, gift or pledge of said common stock.

In the event that stockholders of this corporation enter into an agreement wherein they impose reasonable restraints upon the transferability of the common stock of this corporation, such stock shall not be eligible for transfer on the books of this corporation unless and until all of the terms and conditions of such agreement are met.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall begin its existence on the day these Articles of Incorporation are signed by the Secretary of the State of Florida.

ARTICLE V

ADDRESS

The initial street address of the principal office of this corporation in the State of Florida is 125 PENDLETON AVE EUSTIS, FLORIDA 32726. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VI

DIRECTORS

This corporation shall have 2 directors initially. The number of directors may be increased or diminished, from time to time, by the By-Laws, but shall never be less than one.

ARTICLE VII:

OFFICERS

This corporation shall have a President, who shall be a Director, a Secretary and a Treasurer, and any other additional officers authorized by its By-Laws.

ARTICLE VIII

INITIAL DIRECTORS

The names and addresses of the members of the first Board of Directors are:

NAME	ADDRESS
THOMAS BAUGH	125 PENDLETON AVE., EUSTIS, FL 32726
GENE BAUGH	506 S. CENTER ST., EUSTIS, FL 32726

ARTICLE IX

INCORPORATORS

The name and address of the incorporator signing these Articles is:

NAME	ADDRESS
THOMAS BAUGH	125 PENDLETON AVE., EUSTIS, FL 32726

ARTICLE X

INDEMNITY

This corporation shall have power to 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 (other than an action 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, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, including any appeal thereof, if he acted in good faith and 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. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interest of the corporation, or with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

This corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor 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 attorney's fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit, including any appeal thereof, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the claim, issue or matter as to which such person shall have been adjudged to be 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 shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such Court shall deem proper.

To the extent that a director, officer, employee or agent of this corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in the two (2) preceding paragraphs or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith.

Any indemnification under this Article (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in this Article. Such determination shall be made 1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such quorum is not obtainable, or even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) by such stockholders who were not parties to such action, suit or proceeding.

Expenses (including attorney's fees) incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon a preliminary determination following one of the procedures set forth above; that the director, officer, employee or agent met the applicable standard of conduct set forth above; and upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in this Article.

This corporation shall have the power to make any other or further indemnification except an indemnification against gross negligence or willful misconduct under any by-law, agreement, vote of stockholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding office.

Indemnification, as provided in this Article, shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representative of such a person.

This corporation shall have power to purchase and maintain insurance on behalf of any person who 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 any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this Article.

If any expenses or other amounts are paid by way of indemnification otherwise than by court order or action by the stockholders or by an insurance carrier pursuant to insurance maintained by the corporation, the corporation shall, not later than the time of delivery to stockholders of written notice of the next annual meeting of stockholders, unless such meeting is held within three (3) months from the date of such payment, and in any event, within fifteen (15) months from the date of such payment, deliver either personally or by mail to each stockholder or record at the time entitled to vote for the election of directors, a statement specifying the persons paid, the amounts paid, and the nature and status at the time of such payment of the litigation or threatened litigation.

ARTICLE XI

SELF DEALING

The Board of Directors is authorized to fix the salaries of the corporate officers and directors regardless of whether such directors, in so doing, are fixing their own compensation. The Board of Directors may fix their own compensation for services rendered by them to the corporation in whatever capacity.

No contract or transaction entered into by the corporation shall be affected by the fact that a director of the corporation was personally interested in it, if, at the meeting of the Board of Directors making, authorizing or confirming such contract or transaction, the interested director discloses his interest therein, and such contract or transaction is adopted or ratified by a majority of a quorum of directors present, exclusive of him.

The directors may submit any contract or transaction for approval at the annual meeting of the stockholders or at any special meeting of the stockholders called for that purpose; and any contract or transaction so approved by a majority vote of a quorum of the stockholders present at such meeting shall be binding upon the corporation and all its stockholders; whether the contract or transaction would otherwise be subject to attack because of the interest of any of the directors of the corporation or for any other reason.

ARTICLE XII

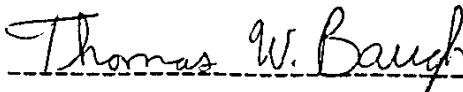
DESIGNATION OF REGISTERED OFFICE AND REGISTERED AGENT

The initial street address in Florida of the initial registered office of the corporation is 125 PENDLETON AVE., EUSTIS, FL 32726 and the name of the initial registered agent at that address is

THOMAS BAUGH

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation at the place designated in these Articles of Incorporation, 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.



THOMAS BAUGH

Registered Agent

ARTICLE XIII

STOCK ISSUED IN ACCORDANCE WITH PLAN

Any stock issued by this corporation within two (2) years of the date of incorporation shall be considered to be issued in accordance with a plan adopted pursuant to Section 1244 of the Internal Revenue Code of 1954 as amended.

ARTICLE XIV

AMENDMENT

This corporation reserves the right to amend or repeal provisions contained in these Articles of Incorporation, and hereto, and any right conferred upon the stockholders is subject to this reservation.

DATED at Eustis, Lake County, Florida, this 22 day of FEBRUARY, 1995 .

Thomas W. Baugh
THOMAS BAUGH, INCORPORATOR

STATE OF FLORIDA

COUNTY OF LAKE

Before me, a notary public duly authorized in the State and County named above to take acknowledgments, personally appeared THOMAS BAUGH to me known to be the persons described as incorporator in and who executed the foregoing Articles of Incorporation and acknowledged before me that they subscribed to these Articles of Incorporation.

Witness my hand and official seal in the County and State named above, this 22nd day of FEBRUARY, 1995 . *Personally Known to me*

Mary Swan
Notary Public
My Commission Expires: May 25, 1996
BONDED THRU TRACY FARM INSURANCE, INC.

(SEAL)