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Attorneys and Counselors At Law

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February 22, 1995

P95000018004

Office of the Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

800001421429  
-03/06/95--01020--001  
\*\*\*\*\*80.00 \*\*\*\*\*80.00

Re: BESTWAY SUPPLY, INC.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation on the above Corporation, plus a check in the amount of Eighty Dollars (\$80.00) representing the filing fee, designating the registered agent and office, and for a conformed copy of the Articles after they are filed.

Please return the conformed copy to my office.

Sincerely,

BIRDSONG & SMITH



Elinor P. Smith  
Attorney at Law

EPS/sle  
Enclosure

FILED  
MAR 1 1995  
TAMPA

3/06/95  
P95-18004

ARTICLES OF INCORPORATION  
OF  
BESTWAY SUPPLY, INC.

I, the undersigned incorporator, heroby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida, these Articles of Incorporation for the purpose of forming a corporation in accordance with the provisions of Chapter 607, Florida Statutes, as amended from time to time by the Legislature of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be BESTWAY SUPPLY, INC.

ARTICLE II - DURATION

The term of existence of the corporation is perpetual.

ARTICLE III - PURPOSE

The general nature of business, objects and purposes proposed to be transacted and carried on are to do any and all of the things herein mentioned as fully and to the same extent as natural persons might or could, viz:

To purchase, lease, own or otherwise acquire real estate, and to mortgage and encumber the same; to erect, manage, care for, maintain, and extend and alter buildings thereon; to sell, contract for the sale and to convey real estate and interest therein; to borrow and lend money and to negotiate loans; to draw acceptances, endorse, discount and deliver bills of exchange, promissory notes, bonds, debentures and other negotiable instruments of whatsoever nature, and to secure the same by mortgage on its property or

otherwise; to subscribe for, take, acquire, hold, exchange and deal in stocks, bonds, shares, obligations or securities of any government or authority, individual or corporation; to act as agents or brokers in the purchase and sale of any and all kinds of property, real or personal, and to charge and receive commissions therefore, and generally to make and perform contracts of any kind and description; to execute deeds of conveyance, assignments, lease and release and extend and to receive any contracts or assignments of contracts therefore or relating thereto or connected therewith; to mortgage, purchase or otherwise acquire, and to hold, own, mortgage, pledge, sell, deliver or in any manner dispose of, and to deal and trade in goods, wares, merchandise and personal property of any and every class and description wherever situate; and to act as agent, factor or commission merchant in the purchase and sale of goods, wares, merchandise and personal property of any kind and every class and nature whatsoever herein set out, by or through agents and/or subsidiary corporations; to develop and to do contracting and construct construction through the State of Florida and to do any and all things herein set forth to the same extent as natural persons might or could do as principals or agents, contractors, or otherwise, and generally to execute such powers as may be vested in or incident to the business of a corporation under the laws of the State of Florida.

The enumeration of the special powers herein set forth shall not be considered as a limitation upon the powers of this corporation, but in addition thereto, said corporation shall have

all the powers authorized and usually granted to corporations organized under the laws of the State of Florida.

#### ARTICLE IV - CORPORATE STOCK

The aggregate number or shares which this corporation is authorized to have outstanding at any time is 100 shares, which shall all be common stock and shall have a par value of \$1.00 per share.

#### ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT; PRINCIPAL OFFICE

The initial registered office of this corporation shall be 6612 Peachtree Drive, Temple Terrace, FL, and the name of its initial registered agent at such address is PAMELA J. MORTENSON, who, upon accepting this designation, agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process. The principal office and registered office of the corporation are the same.

#### ARTICLE VI - POWERS AND AUTHORITY OF DIRECTORS

The Directors shall have the power to hold their meetings and to have one or more offices and keep the books of the corporation, except the original or duplicate stock ledger, outside the State of Florida, at such place or places as from time to time may be designated by the by-laws or resolutions of the Board of Directors. Members of the Board of Directors may participate in regular meetings of the Board of Directors by means of conference telephone calls as provided by law.

No contract or transaction between the corporations and one or

more of its Directors or Officers, or between the corporation and any other corporation, partnership, association, or other organization in which one or more of its Directors or Officers, have a financial interest, shall be void or voidable for this reason or solely because the Director or Officer is present at or participates in the meeting of the board or committees thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if:

(a) The material facts as to his interest and as to the contract or transaction are disclosed or are known to the Board of Directors of the committee, and the Board of Directors or committee in good faith authorizes the contract or transaction by a vote sufficient for such purpose without counting the vote of the interested Director or Directors; or

(b) The material facts as to his interest and to the contract or transaction are disclosed or are known to the Stockholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by a vote of the stockholders; or

(c) The contract or transaction is fair as to the corporation as of the time it is authorized, approved or ratified, by the Board of Directors, a committee thereof, or the Stockholders.

Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

#### ARTICLE VII - PREEMPTIVE RIGHTS GRANTED

The holders of the common stock of this corporation shall have

preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, those shares of common stock of this corporation which may be issued from time to time for money, property, or past services in addition to that stock authorized and issued by the corporation.

#### ARTICLE VIII - INITIAL BOARD OF DIRECTORS

BESTWAY SUPPLY, INC. shall be managed by a Board of Directors. This corporation shall be managed by a Board of three Directors initially. The number of Directors may be either increased or decreased or diminished from time to time by the By-Laws but shall never be less than one and the name and address of each Director is:

Pamela J. Mortenson, 6612 Peachtree Drive, Temple Terrace, FL  
Thomas C. Mortenson, II, 310 Glen Ridge Avenue, Temple Terrace, FL  
Shawn Mortenson, Rt. #1, Box 120, Waubun, MN 56589

#### ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

#### ARTICLE X - AMENDMENT

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

#### ARTICLE XI - OFFICERS AS DIRECTORS

All Officers of this corporation may be Directors.

#### ARTICLE XII - OFFICERS

The following named persons shall act as Officers of this corporation, until their successors have been chosen and duly qualified.

President -	Pamela J. Mortenson
Vice President -	Thomas C. Mortenson, II
Secretary -	Shawn L. Mortenson
Treasurer -	Pamela J. Mortenson

#### ARTICLE XIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

PAMELA J. MORTENSON, 6612 Peachtree Drive, Temple Terrace, FL 33613

#### ARTICLE XIV - ACTION WITHOUT MEETING

Any action by the Board of Directors of this Corporation without a meeting shall nevertheless be Board action if written consent to the action in question is signed by all of the Directors and filed with the minutes of the proceedings of the Board, whether done before or after the action is taken.

#### ARTICLE XV - RIGHTS OF SHARES OF STOCK

The preferences, limitations, and relative rights of the shares of stock shall be as follows:

(a) In the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the corporation, common stock shall have a right to a share of the assets available to the common stockholders. This is subject to any obligation to any senior security or debtholder. A consolidation or merger of the corporation, a sale or transfer of all or substantially all of its

assets or any purchase of redemption of shares of the corporation shall not be regarded as a "liquidation, dissolution or winding up" within the meaning of this paragraph.

(b) The Board of Directors shall determine the amount of earnings and profits which is to be quarterly/annually distributed at their discretion in the form of dividends to the Shareholders.

(c) Any corporate action upon which a vote of Stockholders is required or permitted may be taken without a meeting or vote of the Stockholders within the written consent of Stockholders.

#### ARTICLE XVI - ASSIGNMENT OF STOCK

The original incorporators of this corporation shall have the right, after the organization of same, to assign to a person who may hereafter become a subscriber to the capital stock of this corporation, who, upon acceptance of such assignment, shall stand in lieu of the original incorporator and assume and carry out all of the rights, liabilities and duties entailed by said subscription, subject to the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 22 day of February, 1995.

  
PAMELA J. MORTENSON  
Incorporator



STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared PAMELA J. MORTENSON, known to me to be the person who executed the foregoing and she has acknowledged to me that she executed those Articles of Incorporation for the uses and purposes therein contained.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County aforesaid on this 22nd day of February, 1995. PAMELA J. MORTENSON is personally known to me.

Notary Public, State of Florida  
My Commission Expires Aug. 28, 1995  
Bonded thru Troy Fahn - Insurance Inc.

My Commission Expires:

Commission Number: CC 139720

Sheryl L. Ellington  
NOTARY PUBLIC  
State of Florida at Large  
Sheryl L. Ellington  
Print Notary Name

ACCEPTANCE BY REGISTERED AGENT

Pursuant to Chapter 48.091, Florida Statutes, as from time to time amended, the following is submitted, in compliance with said Act:

That BESTWAY SUPPLY, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing Certificate of Incorporation, at the City of Tampa, County of Hillsborough, State of Florida, has named PAMELA J. MORTENSON, its Registered Agent to accept service of process within

the State.

A C K N O W L E D G E M E N T

Having been named to accept service of process for the above-named corporation at the place designated in the foregoing Articles of Incorporation, I do hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
PAMELA J. MORTENSON

FILED  
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