

P95000019596

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-03/08/95--01085--015
*****78.75 *****78.75

SUBJECT: ALANMA INCORPORATED
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

25 MAR - 8 10:30

FROM: ALBERT F. MIGAN
Name (printed or typed)

03045 EAGLENEST ROAD
Address

FRUITLAND PARK, FLORIDA 34731
City, State & Zip

(904) 360-1370
Daytime Telephone number

3/6-95
TB

NOTE: Please provide the original and one copy of the articles.

CERTIFICATE OF INCORPORATION

OF

ALANMA INCORPORATED

RECEIVED
MAR - 8 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, a natural person, for the purpose of organizing a corporation for conducting the business and promoting the purposes hereinafter stated, under the provisions and subject to the requirements of the laws of the State of Florida (particularly Chapter 607, Florida Statutes and the acts amendatory thereof and supplemental thereto, and known, identified and referred to as the "Florida Business Corporation Act"), hereby certifies that:

FIRST: The name of the corporation (hereinafter called the "corporation" is

ALANMA INCORPORATED

SECOND: The principal office of the corporation in the State of Florida is located at 03045 Eaglenest Road, Fruitland Park, Florida 34731. The name of the resident agent of the corporation is Albert F. Migan whose address is 03045 Eaglenest Road, Fruitland Park, Florida 34731.

THIRD: The purpose of the corporation is to engage in any lawful act or activity for which the corporation may be organized under the Florida Business Corporation Act including but not limited to the following:

1. To make, manufacture, produce, prepare, process, purchase or otherwise acquire, and to hold, own, use, sell, import, export, dispose of or otherwise trade or deal in and with and, in general, to engage or participate in any manufacturing or other business of any kind or character whatsoever, whether or not related to, conducive to, incidental to or in any way connected with the business.

2. To adopt, apply for, obtain, register, purchase, lease, take licenses in respect of or otherwise acquire, and to maintain, protect, hold, use, own, exercise, develop, manufacture under, operate and introduce, and to sell and grant licenses or other rights in respect of, assign or otherwise dispose of, turn to account, or in any manner deal with and contract with reference to, any trade-marks, trade names, patents, patent rights, concessions, franchises, designs, copyrights and distinctive marks and rights analogous thereto, and inventions, devices, processes, recipes, formulae and improvements and modifications thereof.

3. To purchase, lease or otherwise acquire, to hold, own, use, develop, maintain, manage and operate, and to sell, transfer, lease, assign, convey, exchange or otherwise deal in and with such real property, whether located within the State of Florida or elsewhere, as may be necessary and convenient in connection with the business of the Corporation, and personal property, tangible or intangible, without limitation.

4. To purchase, lease, construct, or otherwise acquire, and to hold, own, use, maintain, manage and operate, buildings, factories, plants, laboratories, installations, equipment, machinery, pipelines, rolling stocks, and other structures, facilities and apparatus of every kind and description, used or useful in the conduct of the business of the Corporation.

FOURTH: The total number of shares of stock which the corporation shall have the authority to issue is two hundred (200), all of which are without par value. All such shares are of one class and are Common Stock.

No holder of any of the shares of the stock of the corporation, whether now or hereafter authorized and issued, shall be entitled as of right to purchase or subscribe for (1) any unissued stock of any class, or (2) any additional shares of any class to be issued by reason of any increase of the authorized capital stock of the corporation of any class, or (3) bonds, certificates of indebtedness, debentures or other securities convertible into stock of the corporation, or carrying any right to purchase stock of any class, but any such unissued stock or such additional authorized issue of any stock or of other securities convertible into stock, or carrying any right to purchase stock, may be issued pursuant to resolution of the Board of Directors to such persons, firms, corporations or associations and upon such terms as may be deemed advisable by the Board of Directors in the exercise of its discretion.

FIFTH: The name and the mailing address of the incorporator are as follows:

NAME

MAILING ADDRESS

Albert F. Migan

03045 Eaglenest Road
Fruitland Park, Florida 34731.

SIXTH: The corporation is to have perpetual existence.

SEVENTH: For the management of the business and for the conduct of the affairs of the corporation, and in further definition, limitation and regulation of the powers of the corporation and of the directors and of its stockholders or any

class thereof, as the case may be, it is further provided:

1. The management of the business and the conduct of the affairs of the corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed by, or in the manner provided in, the By-Laws. The phrase "whole Board" and the phrase "total number of directors" shall be deemed to have the same meaning, to wit, the total number of directors which the corporation would have if there were no vacancies. No election of directors need be by written ballot.

2. After the original or other By-Laws of the corporation have been adopted, amended, or repealed, as the case may be, in accordance with the Florida Business Corporation Act, and, after the corporation has received any payment for any of its stock, the power to adopt, amend, or repeal the By-Laws of the corporation may be exercised by the Board of Directors of the corporation; provided, however, that any provision for the classification of directors of the corporation for staggered terms shall be set forth in an initial By-Law adopted by the stockholders entitled to vote of the corporation unless provisions for such classification shall be set forth in this certificate of incorporation.

3. Whenever the corporation shall be authorized to issue only one class of stock, each outstanding share shall entitle the holder thereof to notice of, and the right to vote at, any meeting of stockholders. Whenever the corporation shall be authorized to issue more than one class of stock, no outstanding share of any class of stock which is denied voting power under the provisions of the certificate of incorporation shall entitle the holder thereof to the right to vote at any meeting of stockholders except as the provisions of the Florida Business Corporation Act shall otherwise require; provided that no share of any such class which is otherwise denied voting power shall entitle the holder thereof to vote upon the increase or decrease in the number of authorized shares of said class.

EIGHTH: The personal liability of the directors of the corporation is hereby eliminated to the fullest extent permitted by Fla. Stat. sec. 607.0831 of the Florida Business Corporation Act, as the same may be amended and supplemented.

NINTH: The corporation shall, to the fullest extent permitted by Fla. Stat. sec. 607.0831 of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled 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 such office, and 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, executors and administrators of such a person.

TENTH: From time to time any of the provisions of this certificate of incorporation may be amended, altered or repealed, and other provisions authorized by the laws of the State of Florida at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the stockholders of the corporation by this certificate of incorporation are granted subject to the provisions of this Article TENTH.

Signed on March 4, 1995.



Albert F. Migan
Incorporator

RECEIVED
95 MAR -8 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, 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: ALAN MA
INCORPORATED

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

ALBERT F. MIGAN
(Name)
03045 EAGLENEST ROAD
(P.O. BOX ~~not~~ acceptable)
FRUITLAND PARK, FLORIDA 34731
(City/State/Zip)

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.

Albert F. Migan
(Signature)

MARCH 4, 1995
(Date)