

COMPANY
SERVICES
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TALLAHASSEE, FL 32304
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Mail To:
P.O. Box 5828
Tallahassee, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 560623 80716A

AUTHORIZATION :

COST LIMIT : 9 PPD

ORDER DATE : March 15, 1995

ORDER TIME : 9:39 AM

ORDER NO. : 560623

CUSTOMER NO: 80716A

CUSTOMER: Adron H. Walker, Esq
BLALOCK LANDERS WALTERS &
VOGLER, PA
802 11th Street W.

Bradenton, FL 34205

000001429840
-03/15/95--01029--019
****105.00 *****70.00

DOMESTIC FILING

NAME: ROLDER USA, INC.

☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY
☒ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jodie Krebs

EXAMINER'S INITIALS:

FILED
MAR 15 PM 12:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RECEIVED
MAR 15 AM 10:03
DIVISION OF CORPORATION

New York
KPB
3/17

**ARTICLES OF INCORPORATION
OF
ROLDOR USA, INC.**

FILED
95 MAR 15 PM 12:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned Incorporator(s) subscribing to these Articles of Incorporation, being competent to contract, hereby form(s) a Corporation under the Laws of the State of Florida.

ARTICLE I

The name of this Corporation shall be: Roldor USA, Inc., and its initial mailing address shall be: 2115 7th Avenue West, Bradenton, Florida 34205. The initial address of the Corporation's principal office shall be: 2115 7th Avenue West, Bradenton, Florida 34205.

ARTICLE II

The purpose of this Corporation is to engage in manufacturing and any and all business not prohibited by the Laws of the State of Florida.

This Corporation shall have all powers given corporations under the Laws of the State of Florida.

ARTICLE III

1. The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time shall be ten (10) shares of Class "A" common stock having a par value of One Dollar (\$1.00), and ten thousand (10,000) shares of Class "B" common stock having a par value of One Dollar (\$1.00).

2. Class "A" shares shall have unlimited voting rights as described in Chapter 607, Florida Statutes, and shall be the only shares with voting rights.

3. Class "B" shares shall have no voting rights. Class "B" shares are entitled to distributions, dividends and distributions upon dissolution, and shall be the only shares entitled to receive distributions, dividends and the net assets of the corporation upon dissolution.

4. The stock in this corporation (both Class "A" and Class "B") may not be pledged, assigned, transferred, encumbered, sold or otherwise alienated by any shareholder except as provided by written shareholder agreement.

ARTICLE IV

This Corporation is to exist perpetually.

ARTICLE V

The name of the initial Registered Agent is Daniel Klein, and the street address of the initial registered office of this Corporation is 2115 7th Avenue West, Bradenton, Florida 34205. The Board of Directors may from time to time move the registered office to any other address in Florida.

ARTICLE VI

The name and address of each Incorporator of this Corporation is:

Daniel Klein
2115 7th Avenue West
Bradenton, Florida 34205

ARTICLE VII

These Articles of Incorporation may be altered, amended or repealed in whole or in part by an eighty percent (80%) vote of all shareholders of Class "A" shares entitled to vote at any regular or Special meeting called for that purpose provided that fourteen (14) days advance written notice is provided to each such shareholder

setting forth the alteration or amendment or substance thereof. The alteration, repeal or amendment of any Article shall be first adopted by Board resolution setting forth the proposed amendment, alteration or repeal of these Articles which resolution the Directors shall submit to a vote at a meeting of the shareholders of Class "A" shares as set forth herein. The amended Articles shall become effective upon the filing of all fees and approval by the Secretary of State of Florida and shall then be a part of these Articles of Incorporation. A certificate of amendment executed by any two (2) officers of the corporation other than the treasurer and acknowledged by one of them setting forth the name of the corporation, the amendment and the date of its adoption shall be sufficient to evidence the adoption of the amendment and shall be forwarded to the Secretary of State for filing.

ARTICLE VIII

The affairs of this Corporation shall be managed by its officers and a Board of not less than two (2) Directors. The officers shall consist of a President, one or more Vice Presidents, Secretary and Treasurer and any other officer as determined by the Board of Directors. Officers shall have such duties and tenures as provided by the Bylaws of the Corporation and shall be elected, qualified and hold office by vote of the Board of Directors, in accordance with the provisions of the Bylaws. Sixty percent (60%) of the Board members shall constitute a quorum.

ARTICLE IX

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the Corporation of the class owned

by the shareholder and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire any unissued or treasury shares of such class. Each shareholder shall have preemptive rights only in the portion of shares being issued or sold equal to the proportion that the number of shares then held by the shareholder bears to the total number of shares of the same class then outstanding.

ARTICLE X

Pursuant to the provisions of Chapter 607, Florida Statutes, this Corporation shall begin in existence on the filing of these articles.


Daniel Klein, Incorporator (SEAL)

I hereby accept designation as Registered Agent of the above-named corporation, and I am familiar with and accept the obligations of the position.


Daniel Klein, Registered Agent

P95000021686



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 16, 1996

ROLDOR USA, INC.
2115 7TH AVENUE WEST
BRADENTON, FL 34205

SUBJECT: ROLDOR USA, INC.
Ref. Number: P95000021686

Please be advised, we have received your Annual Report; however, the document **has not been filed** and is being returned for the following:

List the name, title, street address, city, and state of each officer/director of the corporation in block 12 or 13.

After the corrections have been made, please return the report to: **Division of Corporations, Annual Report Section, P.O. Box 13900, Tallahassee, Florida 32317** within 30 days from the date of this letter.

If you have additional questions or need further assistance, please call the Division of Corporations at (904) 488-9000.

ANNUAL REPORTS SECTION

Letter number: 196A00011916

/ah

PLEASE NOTE:

AS AT APRIL 1 1996

OUR NEW ADDRESS will BE:

RADDI USA INC.

1839 61ST STREET

SARASOTA FL 33580

↑
Completed

MARCH 20, 1996

Copied principal
address
3/29/96