

P95000026888

EFFECTIVE DATE

3-27-95

RONALD W. HOUCHINS, ESQUIRE
Post Office Box 22429
Fort Lauderdale, Florida 33335
(305) 766-8824

March 27, 1995

State of Florida, Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

708 000 1445457
-04/03/95- 01001--008
***122.50 ***122.50

Re: Incorporation of Innovative Roofing Systems, Inc.

Dear Sir or Madam,

Enclosed please find Articles of Incorporation submitted on behalf of Innovative Roofing Systems, Inc. Please file these Articles and return a copy of same date stamped as filed. I have enclosed my Trust Account check for \$122.50 to cover the various fees involved with the incorporation.

Thank you for your immediate attention. I have provided as an effective date for this corporation March 27, 1995.

Should you have any questions in regard to this incorporation, please advise the undersigned immediately in writing at your earliest convenience. Again, thank you for your assistance in this regard.

Very truly yours

Ronald W. Houchins
Ronald W. Houchins
Attorney at Law

cc: David and Linda Benedict

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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EFFECTIVE DATE

3-27-95

ARTICLES OF INCORPORATION
OF
INNOVATIVE ROOFING SYSTEMS, INC.

The undersigned, for the purpose of forming a Corporation under the Florida General Corporation Act, and who are natural persons competent to contract, do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of this Corporation shall be INNOVATIVE ROOFING SYSTEMS, INC.

ARTICLE II

This corporation shall have perpetual existence. The effective date of this corporation shall be March 27, 1995. .

ARTICLE III

The general purpose for which the Corporation is organized are:

1. To transact any lawful business for which Corporations may be incorporated under the Florida General Corporation Act, and to engage in any trade or business which can, in the opinion of the Board of Directors of the Corporation, be advantageously carried on in connection with the foregoing business.

2. To do such other and further things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

The aggregate number of shares which the Corporation is authorized to issue is Seven Thousand Five Hundred (7,500). . Such shares shall be of a single class and shall have a par value of \$1.00 .

ARTICLE V

The street address of the initial registered^{and principal} office of the corporation is: 5365 Plantation Road, Plantation Florida and the name of its initial registered agent at such address is: DAVID BENEDICT.

I hereby accept to act as resident agent, and agree to comply with the provision of said Act relative to keeping open said office.



DAVID BENEDICT

ARTICLE VI

The number of Directors constituting the initial Board of Directors of the Corporation is Two(2). The name and address of each person who is to serve as a member of the initial Board of Directors is:

DAVID BENEDICT
5365 Plantation Road
Plantation, Florida

LINDA BENEDICT
5365 Plantation Road
Plantation, Florida

A. The business of the Corporation shall be conducted and

managed by its Board of Directors, and such Board of Directors shall consist of not less than one. A majority of the first Board of Directors named below shall have the power to approve and adopt the By-laws of this Corporation until their successors are elected or appointed.

B. The qualifications, time and place of election and term of office of each Director shall be as provided for in the By-Laws of the Corporation.

C. The officers of this Corporation may consist of a President, Vice President, Secretary, Treasurer, and such other officers and agents as may be provided for by the By-Laws of this Corporation, who shall be chosen, serve for such term, and have such duties as may be prescribed by such By-Laws.

ARTICLE VII

No contract or other transaction between the Corporation and any other Corporation, and no act of the Corporation shall be affected in any way or invalidated by the fact that any of the Directors of the Corporation are pecuniarily or otherwise interested in, or are Directors or Officers of such other Corporation. Any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have

been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board of Directors at which action upon such contract or transaction shall be taken; any Director of the Corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize any such contract or transaction, any may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such Director or Officer of such other Corporation or not so interested.

ARTICLE VIII

A. Stockholders Agreement. The corporation and its Stockholders or the Stockholders among themselves, may enter into agreements, voluntarily or involuntarily, restricting the transferability or encumbrance of the stock of the Corporation. Such agreements may confer upon the Corporation or the Stockholders, or both an option of first refusal or mandatory purchase in the event of such transfer or encumbrance. Such agreements may include such restrictions during the lifetime or upon the death or legal incompetence of any Stockholder. Nothing in the Articles of Incorporation or the By-Laws shall be construed to authorize a transfer of such stock upon the books of the Corporation in violation of such agreements.

B. Indemnification of Directors. The Corporation shall indemnify any Director who by virtue of his being an officer or

Director of this Corporation, is made a part to any action or proceeding, except when such Director is adjudged guilty of malfeasance in the discharge of his duties to the Corporation. Indemnification shall be for all reasonable expenses incurred as a result of such action or proceeding.

C. Directors Liability. No Director shall be liable to the Corporation for any loss or damage suffered on account of any action taken or omitted in good faith, if such Director exercised the same degree of care that a prudent man would have exercised in the conduct of his own affairs.

D. Reimbursement of Directors. In any action or proceeding brought by or on behalf of the Corporation against a Director, which results in a decision in favor of the Director, the Corporation shall reimburse the Director for all reasonable expenses incurred by him in the course of the action or proceedings.

ARTICLE IX

The Directors shall not be liable for illegal dividends or distributions made by the Corporation, unless willful or negligent, if based on good faith reliance on representations made by officers or agents or records as to the financial condition of the Corporation.

ARTICLE X

A. These Articles of Incorporation are amendable upon approval by the Board of Directors of proposals submitted by the Stockholders and subsequently approved at a Stockholders meeting by fifty-one percent (51%) of the stock entitled to

vote.

E. The amending process contained in Paragraph A above may be suspended and amendments made upon written approval by all of the Stockholders.

ARTICLE XI

The name and address of each incorporator is:

DAVID BENEDICT
5365 Plantation Road
Plantation, Florida

LINDA BENEDICT
5365 Plantation Road
Plantation, Florida

WITNESS MY HAND AND SEAL THIS 26th DAY OF MARCH 1995.

David Benedict
David Benedict

STATE OF FLORIDA

ss.

Linda Benedict
Linda Benedict

COUNTY OF BROWARD

I HEREBY CERTIFY that on this day before me, an officer duly authorized to take acknowledgments in the State and County aforesaid, personally appeared David Benedict and Linda Benedict to me well known to be the persons described as the subscribers in and who executed the foregoing Articles of Incorporation and acknowledged before me that they subscribed to these Articles of Incorporation. Fl. Drivers Lic. # B532-177-50-027 David Benedict
Incorporation. Fl. Drivers Lic. # B532-537-56-551-0 Linda Benedict

WITNESS my hand and official seal in the County and State aforesaid this 26 day of March, 1995.

John Morise
Notary Public

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. JULY 25, 1995
BONDED THRU GENERAL INS. UND.