# BAKER & HOSTETLER COUNSELORS AT LAW

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9600034632 April 17, 1995

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314
Attention: Document Filing Section

100001468601 -04/28/95--01092--001 \*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: S & H Engraving, Inc.

Ladies and Gentlemen:

Enclosed for filing are two executed, originals of the Articles of Incorporation of S & H Engraving, Inc., along with a check in the amount of \$70 to cover the filing fees. Please file the Articles of Incorporation and return a filed copy to me in the enclosed, pre-addressed, postage paid envelope.

Should you have any questions, please feel free to contact me at your convenience.

Very truly yours,

Gerald H. Hansen

GHH/jld

**Enclosures** 

MAY 3 1995 BSB

Secold H. Hanson

cc: John E. Hansen

#### ARTICLES OF INCORPORATION

**OF** 

S & H ENGRAVING, INC.

## **ARTICLE I**

#### **Name**

The name of the Corporation is S & H Engraving, Inc.

## **ARTICLE II**

## Duration

The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles of Incorporation are filed by the Secretary of State.

## **ARTICLE III**

## Principal Office

The street address of the initial principal office of the Corporation is Highway 351 East, Old Town, Florida 32680. The mailing address of the Corporation is P.O. Box 2055, Cross City, Florida 32628.

## **ARTICLE IV**

## Registered Office and Agent

The address of the registered office in the State of Florida is Highway 351 East, Old Town, Florida 32680. The name of the registered agent at such address is John E. Hansen.

## ARTICLE Y

# Corporate Purposes, Powers and Rights

- 1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.
- 2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

## ARTICLE VI

# Capital Stock

The total number of shares of capital stock which the Corporation has the authority to issue is 100,000 shares of Common Stock, par value \$0.10 per share.

## **ARTICLE VII**

## Incorporator

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

Name

Address

John E. Hansen

Route 1 Box 1625 Trenton, Florida 32693

#### ARTICLE VIII

#### Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time as provided in the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

- 2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.
- 3. The names and mailing addresses of the persons who shall serve as initial directors of the Corporation until the first annual meeting of the shareholders are as follows:

Name	Address
John E. Hansen	Pouts 1 Pay 16

John E. Hansen Route 1 Box 1625
Trenton, Florida 32693

Charles A. Sphaler P.O. Box 2055 Cross City, Florida 32628

## ARTICLE IX

#### <u>Amendment</u>

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

## ARTICLE X

#### Preemptive Rights

Every shareholder, upon the sale of any additional stock of this Corporation of the same kind, class, or series as that which such shareholder already holds or of any bonds, debentures, or other securities convertible into stock of the same kind, class, or series as that which such shareholder already holds, shall have the right to purchase such shareholder's pro rata share thereof (as nearly as may be done without the issuance of fractional shares) subject to the same terms and at the same price at which such stock is offered to others.

## ARTICLE XI

## **Bylaws**

The power to adopt, amend, or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

# ARTICLE XII

## Indemnification

The Corporation shall indemnify any incorporator, officer, or director, or any former incorporator, officer, or director, to the full et tent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator, for the purpose of Coroning a corporation under the laws of the State of Florida, has executed these Articles of Incorporation, and does certify that the facts herein stated are true this  $\frac{\lambda}{\lambda}$  day of April, 1995.

John E. Hansen Incorporator

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REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is

submitted, in compliance with said statute:

That S & H Engraving, Inc., desiring to organize under the laws of the State

of Florida, with its registered office, as indicated in the Articles of Incorporation at Highway

351 East, in the City of Old Town, County of Dixie, State of Florida 32680, has named John

E. Hansen, located at said registered office, as its registered agent to accept service of

process and perform such other duties as are required in the State.

ACKNOWLEDGEMENT:

Having been named to accept service of process and serve as registered agent

for the above-stated Corporation, at the place designated in this Certificate, I hereby accept

to act in this capacity, and agree to comply with the provision of said statute relative to

keeping open said office, and further state that I am tamiliar with \$607.0501, Florida

Statutes.

John E. Hansen

Registered Agent

DATED: April 25, 1995