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**FOWLER, BARICE & FEENEY**

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28 W. CENTRAL BLVD.  
ORLANDO, FLORIDA  
32801

TELEPHONE: (407) 425-2684  
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May 22, 1995

~~400001498374~~

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

RE: Commercial Roofing Consultants, Inc.

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-referenced corporation. It would be appreciated if you would incorporate said company at your earliest convenience. A check in the amount of \$122.50 is enclosed to cover the filing fees.

If you have any questions or need further information, please do not hesitate to call.

Sincerely yours,

Kathy A. Palasz  
Legal Assistant

:kap  
Enc.

FILED  
55 MAY 25 AM 7:53  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION  
OF  
COMMERCIAL ROOFING CONSULTANTS, INC.

FILED  
95 MAY 25 AM 7:53  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLE I - NAME**

The name of this corporation is Commercial Roofing Consultants, Inc.

**ARTICLE II - DURATION**

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

**ARTICLE III - PURPOSE**

This general nature of the business or businesses to be transacted by this corporation shall be and to carry on and undertake any business undertaking, transactions or operations commonly carried on or undertaken by capitalists, promoters, financiers, contractors, merchants, brokers, concessionaires, commission persons and agents; to undertake and execute any trusts the undertakings of which may seem to this corporation desirable; to use and apply its surplus earnings or accumulated profits, authorized by law, to be reserved to the purchase or acquisition of its own capital stock from time to time, and to such extent and in such manner, and upon such term as its Board of Directors shall determine; to conduct its business in other states, territories and possessions of the United States, and in foreign countries, and to have one office, or more than one office, outside the State of Florida, except as may be otherwise provided by law; to engage in any other business or to do any and all acts and things incident to or which the Board of Directors may deem necessary to the carrying out or the success of any business outlined above.

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock which shall be designed as "Common Shares."

**ARTICLE V - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his prorata share thereof (as nearly as it may be done without the issuance of fractional shares) at the price at which it is offered to oth-

ers.

#### ARTICLE VI - INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the initial principal office of this corporation is 509 West Rugby, Orlando, Florida 32804 and the name of the initial registered agent of this corporation is Raymond T. Kilmer at 509 West Rugby, Orlando, Florida 32804

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one Director constituting the initial Board of Directors. The number of directors may either be increased or decreased from time to time by the bylaws; however, there shall never be less than one Director nor more than five. The names and addresses of the initial Board of Directors of this corporation are:

Raymond T. Kilmer

#### ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator signing these articles is: Raymond T. Kilmer.

#### ARTICLE IX - OFFICERS

The corporation shall have four offices which may be occupied by one individual. The initial officer and their initial occupants, which may be changed by vote of the Board of Directors or as otherwise provided in the By-laws are:

President:	Raymond T. Kilmer
Vice President:	Raymond T. Kilmer
Secretary:	Raymond T. Kilmer
Treasurer:	Raymond T. Kilmer

#### ARTICLE X - POWERS

In furtherance and not in limitation of the powers conferred by Statute, the corporation shall have and may exercise the following powers:

A. If the By-laws so provide, the corporation shall have power to hold meetings, both of Stockholders and Directors, either within or without the State of Florida, at such places as may, from time to time, be designated by the Board of Directors. Meetings of Directors and of Stockholders may be held upon such notice thereof as may be set forth in the By-laws of the corporation, subject to any statutory restrictions relative thereto, but any requirement as to notice of such meetings that may be set forth in the By-laws of the corporation shall not prevent, and nothing herein shall be construed, as prevention of any Stock-

holder or Director from waiving notice of any meeting in such manner as may be provided by the Statutes of the State of Florida, and by the By-laws of this corporation consistent therewith.

B. The number of Directors of the corporation shall be fixed from time to time by the By-laws and may be increased or decreased as shall be provided by the By-laws, subject to any limitation imposed by the Certificate of Incorporation or any amendment thereto. Any vacancy in the Board of Directors caused by an increase in the number of Directors, or by death, resignation or other cause, may be filled by the Directors in office, by the affirmative vote of a majority thereof, and the person so chosen to fill any such vacancy shall hold office until the next annual meeting of the Stockholders and until his successor shall have been elected and shall have been qualified.

C. The corporation in its By-laws may confer upon the Directors powers additional to the foregoing and to the powers and authorities expressly conferred upon them by Statute.

D. It shall not be necessary for any officer of the corporation to be a Director or a Stockholder, except that the President must be both a Director and Stockholder.

E. The annual meeting of the Stockholders shall be held on such day as may be fixed by the By-laws of the corporation, and the date of such meeting may be changed from time to time as the By-laws may provide; and the manner of calling meetings of Stockholders and Directors may be fixed by the By-laws.


#### ARTICLE XI - INDEMNIFICATION

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

#### ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a unanimous vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 5/22/95 day of May, 1995.

  
\_\_\_\_\_  
RAYMOND T. KILMER

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 22<sup>nd</sup>  
day of May, 1995 by Raymond T. Kilmer who is personally known to  
me or who has produced N/A as identification.

*Kathy A. Palasz*

Kathy A. Palasz  
Notary Public - State of Florida  
Commission No.: CC 368374  
Commission Exp.: 11/2/96



NOTARY PUBLIC  
My Commission No. CC368374  
Expires Nov. 02, 1996

CERTIFICATE DESIGNATING REGISTERED AGENT  
AND PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF  
AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.0501 of the Florida  
Statutes, the following is submitted:

THAT Commercial Roofing Consultants, Inc. desires to organize or  
qualify under the laws of the State of Florida, with its princi-  
pal place of business at 509 West Rugby, Orlando, Florida 32804,  
has named Raymond T. Kilmer, 509 West Rugby, Orlando, Florida  
32804 as its agent to accept service of process within Florida.

DATED this 22nd day of May, 1995.

  
RAYMOND T. KILMER, Incorporator

Having been named to accept service of process for the above-  
named corporation, at the place designated in this certificate, I  
hereby agree to act in this capacity, and I further agree to  
comply with the provisions of all statutes relative to the proper  
performance of my duties.


  
RAYMOND T. KILMER, Registered  
Agent

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 22nd  
day of May, 1995 by Raymond T. Kilmer, who is personally known to  
me or who produced N/A as identification.



KATHY A PALASZ  
My Commission CC368374  
Expires Nov. 02, 1996

  
Kathy A. Palasz  
Notary Public - State of Florida  
Commission No.: CC 368374  
Commission Exp.: 11/2/96

509 WEST RUGBY  
ORLANDO, FLORIDA 32804  
MAY 22 1995  
11:53