

MICHAEL A. BAVIELLO, JR., P.A.  
ATTORNEY AT LAW

P95000048937

June 12, 1995

VIA EXPRESS MAIL

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

700001523757  
-06/27/95--01023--008  
\*\*\*\*122.50 \*\*\*\*122.50

RE: A.W.C. CORPORATION

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation for the above corporation. We have also enclosed our check in the amount of \$122.50 covering the following costs:

Filing Fee	\$ 35.00
Certified Copy	\$ 52.50
Registered Agent	\$ 35.00
Total	<u>\$122.50</u>

~~200001512003~~  
~~-06/13/95--01053--011~~  
~~\*\*\*\*122.50 \*\*\*\*122.50~~

Please process this at your earliest opportunity and return the certified copy of the Articles of Incorporation to this office.

Thank you for your assistance. If you have any questions, please do not hesitate in contacting us.

Very truly yours,

Michael A. Baviello, Jr.  
For the Firm

MAB/sg

cc: Client

Enclosure

95-408VAWC-CORP.FLIC01008.126

EFFECTIVE DATE  
6-12-95

FILED  
95 JUN 14 PM 4:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dmc  
6/14/95





FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

June 14, 1995

MICHAEL A. BAVIELLO, JR.  
ATTORNEY AT LAW  
1025 5TH AVENUE NORTH  
NAPLES, FL 33940

SUBJECT: A.W.C. CORPORATION  
Ref. Number: W95000012085

We have received your document for A.W.C. CORPORATION and your check(s) totaling \$122.50. However, the document has not been filed and is being retained in this office for the following:

Please sign and return your check, along with a copy of this letter to ensure your check is properly credited.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6923.

Doris McDuffie  
Corporate Specialist Supervisor

Letter Number: 495A00029112



ARTICLES OF INCORPORATION  
OF  
A.W.C. CORPORATION

FILED

95 JUN 14 PM 4:23

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

EFFECTIVE DATE  
6-12-95

ARTICLE 1. NAME AND ADDRESS.

The name of the Corporation is A.W.C. CORPORATION. The principal office and mailing address of the Corporation shall be c/o Michael A. Baviello, Jr., P.A., 1025 Fifth Avenue North, Naples, Florida 33940.

ARTICLE 2. DURATION.

The duration of the Corporation is perpetual.

ARTICLE 3. PURPOSE.

The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act (Chapter 607 of the Florida Statutes). No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE 4. COMMENCEMENT OF CORPORATE EXISTENCE

According to § 607.0203, Florida Statutes, corporate existence shall commence the date of



subscription and acknowledgement of these Articles of Incorporation, except that if they are not filed by the Florida Department of State within five (5) business days after that date, then corporate existence shall commence upon the filing by the Department of State. In either case, the Corporation shall have perpetual existence, unless dissolved according to law.

#### ARTICLE 5. AUTHORIZED SHARES

1. The Corporation is authorized to issue one class of shares, which shall be called common shares. The maximum number of shares, that the Corporation is authorized to have outstanding at any one time, is FIVE THOUSAND (5,000) shares having a par value of \$1.00 per share. The Board of Directors shall issue common shares for at least par value, or any amount in excess of par value which the Board of Directors deems proper.

2. A shareholder shall be entitled to one (1) vote per common share on each matter submitted to a vote at a shareholders' meeting. In the event of a dissolution of the Corporation, a shareholder shall be entitled to receive his or her proportionate share of the net assets of the Corporation based on a ratio of the shareholder's number of common shares to the total number of issued and outstanding common shares.

#### ARTICLE 5. INITIAL REGISTERED OFFICE AND AGENT.

The street address of the initial Registered Office of the Corporation is 1025 Fifth Avenue North, Naples, Florida 33940, and the name of its initial Registered Agent at that address is **MICHAEL A. BAVIELLO, JR., ESQUIRE**. The Board of Directors may, at any time, change either the registered office to any other address in Florida or the registered agent.



#### ARTICLE 6. DIRECTORS

The Corporation shall be managed by a Board of Directors of at least one (1) Director. An individual may serve as a Director of the Corporation even though the individual is not a shareholder of the Corporation. The Directors shall be elected by the shareholders of the Corporation. No Director shall receive compensation for the performance of the duties of Director.

#### ARTICLE 7. INITIAL BOARD OF DIRECTORS.

The number of Directors constituting the initial Board of Directors is one. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

**ARTHUR W. CHESTERTON**

**3034 Gordon Avenue  
Naples, Florida 33940**

#### ARTICLE 8. OFFICERS

The Corporation shall have a President, Vice President, Secretary and Treasurer. In addition, the Corporation may have additional and assistant officers. Any two or more offices may be held by the same person. Moreover, the Board of Directors shall establish and set the salaries of all officers of the Corporation.

#### ARTICLE 9. BYLAWS

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the shareholders.

#### ARTICLE 10. QUORUM REQUIREMENTS

A quorum requirement at a shareholders' meeting shall consist of a majority of the shares entitled



to vote represented in person. If a quorum is present, then an affirmative vote by a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be an act of the shareholders of the Corporation.

#### ARTICLE 11. INCORPORATORS.

The name and address of each Incorporator is as follows:

ARTHUR W. CHESTERTON

3034 Gordon Avenue  
Naples, Florida 33940

#### ARTICLE 12. AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

#### ARTICLE 13. INDEMNIFICATION

The Corporation shall indemnify each Officer, Director, including former Officers and Directors, as well as shareholders of the Corporation, to the full extent permitted by law, including but not limited to § 607.0850, Florida Statutes, or any successor statute.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this

12 day of June, 1995

  
ARTHUR W. CHESTERTON



STATE OF FLORIDA  
COUNTY OF COLLIER

Before me personally appeared **ARTHUR W. CHESTERTON**, to me well known and known to me to be the persons described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that they executed said instrument for the purposes therein expressed.

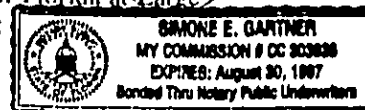
WITNESS my hand and official seal this 12<sup>th</sup> day of June, 1995

Print Name:

NOTARY PUBLIC, State of Florida at Large

My Commission number is:

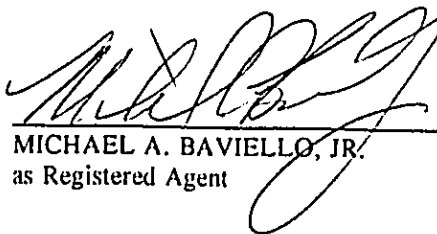
My Commission expires:



**ACCEPTANCE BY DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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.

Date: June 14, 1995

  
MICHAEL A. BAVIELLO, JR.  
as Registered Agent

**FILED**  
95 JUN 14 PM 4:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



P95000048937

MICHAEL A. BAVIELLO, JR., P.A.  
ATTORNEY AT LAW

January 21, 1997

VIA EXPRESS MAIL

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

000002064880--4  
-01/22/97--01131--012  
\*\*\*\*105.00 \*\*\*\*105.00

RE: A.W.C. CORPORATION to CHESCO HOLDINGS, INC.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Amendment to Articles of Incorporation for the above corporation. We have also enclosed our check in the amount of \$105.00 covering the following costs:

Filing Fee for amendment of Articles	\$ 35.00
Certified Copy	\$ 52.50
Two (2) Certified copies Status of Incorporation after amendment filed	\$ 17.50
Total	<u>\$105.00</u>

Please process this at your earliest opportunity and return the certified copy of the Articles of Incorporation to this office.

Thank you for your assistance. If you have any questions, please do not hesitate in contacting us.

Very truly yours,

  
Michael A. Baviello, Jr.  
For the Firm

Mr. Baviello GAVE  
AUTHORIZATION BY PHONE TO

CORRECT ADD THE # of shares  
DATE 1-29  
BY KS

MAB/jb

cc: Client

Enclosure

95-408(AWC-CORP.FLIC08001.217

NC  
REG  
1/29



**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION**

The undersigned corporation adopts the following articles of amendment to its articles of incorporation:

**ARTICLE ONE**

The name of the corporation is A.W.C. CORPORATION.

**ARTICLE TWO**

The following amendment to the Articles of Incorporation was adopted by the corporation.

ARTICLE I - NAME AND ADDRESS is amended to read:

**ARTICLE I - NAME AND ADDRESS**

The name of the corporation is CHESCO HOLDINGS, INC. The principal office and mailing address of the Corporation shall be c/o Michael A. Baviello, Jr., P.A., 1025 Fifth Avenue North, Naples, Florida 34102.

**ARTICLE THREE**

The above amendment was adopted by the Board of Directors on the 6th day of January, 1997.

**ARTICLE FOUR**

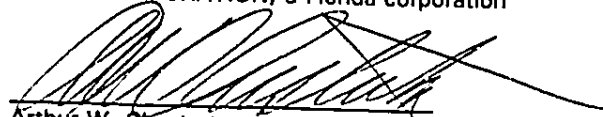
The above amendment was adopted by a majority of the shares of the corporation on the 6th day of ~~June~~ <sup>JANUARY</sup>, 1997. The number of votes was sufficient for approval.

DATED this 6 day of January, 1997.

(Corporate Seal)

A.W.C. CORPORATION, a Florida corporation

By:

  
Arthur W. Chesterton  
Its President and Secretary

FILED  
97 JUN 22 PM 12:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA