

P95000053898
TRANSMITTAL LETTER

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

STATE OF FLORIDA
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
*****131.25 *****131.25

ARC
SUBJECT: Imperial Cabinet & Millwork, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

- | | | | |
|--|--|--|--|
| <input type="checkbox"/> \$70.00
Filing Fee | <input type="checkbox"/> \$78.75
Filing Fee & Certificate | <input type="checkbox"/> \$122.50
Filing Fee & Certified Copy | <input checked="" type="checkbox"/> \$131.25
Filing Fee, Certified Copy & Certificate |
|--|--|--|--|

FROM: James S. Welch
Name (printed or typed)

4404 South Florida Ave.
Address

Lakeland, FL 33813
City, State & Zip

(941)-688-0064
Daytime Telephone number

7/13/95
cc670
cc672
cc671
(JB)

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
IMPERIAL CABINET AND MILLWORK, INC.

ARTICLE I

Name

The name of the corporation is IMPERIAL CABINET AND MILLWORK, INC.

ARTICLE II

Duration

The period of existence of the corporation is perpetual.

ARTICLE III

Principal Office and Mailing Address

The principal place of business of the corporation is at 640 West Valencia St., Lakeland, Florida 33805. The mailing address of the corporation is P.O. Box 92105, Lakeland, Florida 33804.

ARTICLE IV

Registered Office and Registered Agent

The initial registered office is at 4404 So. Florida Ave. Lakeland, Florida 33813. The name of the initial registered agent at that address is James S. Welch

ARTICLE V

Purpose

The general nature of the business to be transacted by this corporation, shall be:

(a) To manufacture, install and to sell Cabinets and Millwork at both retail and wholesale.

(b) To acquire by purchase or otherwise, to own and possess any real or personal property, of any kind or nature, wheresoever situated, and any interest in or right appertaining to any such property; to hold, use, improve, develop, deal in and operate any such property or any part hereof; to sell, lease, mortgage, pledge, or otherwise, dispose of all or any part of such property, or interest therein, or right thereto, or any part thereof; to build, erect, construct, maintain, improve, rebuild, enlarge, or alter buildings or other improvements, or any of such property or any

part hereof; to sell, lease, mortgage, pledge, or otherwise, dispose of all or any part of such property, or any rights of interest therein or thereto appertaining; and, generally, to deal with an act in relation to such property in any an every way.

(c) To buy, sell, manufacture, import, export, prepare, alter, exchange, let for hire and deal in and with all kinds of articles and things which may be required for the purpose of any of the business of the corporation, or commonly applied to or by, or dealt in or with, by persons engaged in any of said businesses, or which may seem capable of being profitably dealt with in connection with any of the said businesses.

(d) To borrow or raise money for any of it's purposes without limit as to amount; and to make, execute, issue and endorse bonds, debentures, promissory notes or other obligations or evidences or indebtednesses, of any nature and in manner, whether secured or unsecured, for monies borrowed; or, in payment of property acquired; or, for any of the objects or purposes of the corporation; and, to secure the payment of the principal and interest of any such obligations by mortgage, pledge, deed indenture, agreement, instrument of trust, lien upon, assignment of or agreement in respect of, all or any part of the property, real or personal, or the corporation, or all of any of it's rights of interest therein, wheresoever situated, and whether at the time owned or thereafter acquired; and, in such manner and upon such terms as the Board of Directors may deem judicious, to sell or pledge such bonds or obligations, or to discount notes of the corporation for its corporate purposes.

(e) To engage in any other business, or do any and all acts and things incident to, or which the Board of Directors may be deemed necessary to, the carrying out of the success of any business outlined above; to engage in any and every lawful business whatsoever, whether herein mentioned or not.

ARTICLE VI

Authorized Shares

The corporation is authorized to issue Five Thousand (5000) shares of common stock having par value of \$1.00 a share.

ARTICLE VII

Directors

The initial board of directors shall consist of four (4) member. The names and addresses of the first board of directors are:

<u>Names</u>	<u>Addresses</u>
LEROY GOODMAN, JR.	640 W. Valencia St. Lakeland, Fl 33805
SYLVIA BOWICK	640 W. Valencia St. Lakeland, Fl 33805
WALTER K. LAIDER, JR.	7511 Havenwood Dr. Lakeland, Fl 33809
BERNARD FULSE	Waterwood Path Bartow, Fl 33830

ARTICLE VIII

Incorporators

The name and address of the incorporator is:

<u>Names</u>	<u>Addresses</u>
LEROY GOODMAN, JR.	640 W. Valencia St. Lakeland, Fl 33805

ARTICLE IX

The name and post office addresses of the shareholders and the number of shares of stock which they agree to take are as follows, to-wit:

NAME:	ADDRESS:	NO. OF SHARES
Leroy Goodman, Jr.	640 W. Valencia St. Lakeland, Fl 33805	100

ARTICLE X

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

ARTICLE XI

This corporation shall have power to conduct business in any state or foreign country and to maintain offices there subject to the laws of such jurisdiction.

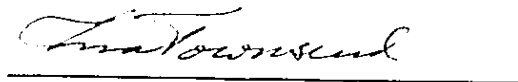
IN WITNESS WHEREOF, I have executed these articles of incorporation this 5th day of July, 1995.


LERoy GOODMAN, JR.

STATE OF FLORIDA
COUNTY OF POLK

Personally appeared before me, the undersigned authority, this day, LEROY GOODMAN, JR., who is personally known to me or has produced a driver's license as identification and who executed the above freely and voluntarily for the purposes therein expressed.

Subscribed and sworn to before me on this 5th day of July, 1995.


NOTARY PUBLIC

STATE OF FLORIDA

DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May be Served and Names and Addresses of the Officers and Directors.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, That, IMPERIAL CABINET AND MILLWORK, INC., a corporation duly organized and existing under the laws of the State of Florida, with its principal and registered office, as indicated in the Articles of Incorporation, at City of Lakeland, County of Polk, and State of Florida, has named James S. Welch, located at 4404 S. Florida Ave., Lakeland, Florida 33813, as its agent to accept service of process within the state.

OFFICERS:	TITLE NAME:	SPECIFIC ADDRESS:
James S. Welch	Registered Agent	4404 S. Florida Ave. Lakeland, FL 33813

By: James S. Welch
James S. Welch
Registered Agent

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By: James S. Welch
James S. Welch
Registered Agent

995000053898

August 4, 1995

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-08/15/95--01022--009
*****35.00 *****35.00

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

RE: Amendment to Articles of Incorporation for
IMPERIAL CABINET AND MILLWORK, INC.

Dear Sir:

Enclosed herewith is an Amendment to Articles of Incorporation for Imperial Cabinets & Millwork, Inc.. I would appreciate your filing same and returning a copy to me, at your earliest convenience. Our check in the amount of \$35.00 is attached hereto for the filing fee.

Thank you for your prompt attention to this matter.

Very truly yours,

James S. Welch
James S. Welch

JSW/co
Encls.

FILED
55 AUG 25 PM 1:28
TALLAHASSEE, FLORIDA
SECRETARY OF STATE



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 17, 1995

JAMES S. WELCH
P.O. BOX 1761
LAKELAND, FL 33802

SUBJECT: IMPERIAL CABINET AND MILLWORK, INC.
Ref. Number: P95000053898

We have received your document for IMPERIAL CABINET AND MILLWORK, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If shareholder approval was not required, a statement to that effect must be contained in the document.

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) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 695A00038681

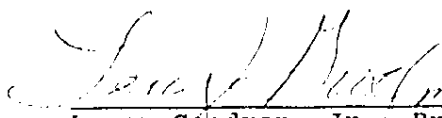
ARTICLES OF AMENDMENT
OF
IMPERIAL CABINET AND MILLWORK, INC.

Pursuant to Florida Statutes 607.1006, the Articles of Incorporation of the above-named corporation are hereby amended as follows:

ARTICLE ONE is hereby amended to read as follows:

The name of the corporation is IMPERIAL CABINETS & MILLWORK, INC.

The foregoing Amendment is hereby approved and adopted by the sole incorporator, Leroy Goodman, Jr., this 9th day of August 1995, who is also the sole shareholder.


Leroy Goodman, Jr., President
and Sole Incorporator

FILED
AUG 25 PM 1:19
TALLAHASSEE, FLORIDA