

P95000057019

Foley & Lardner
(Requestor's Name)

(Address)

202-66100
(City, State, Zip) (Phone #)

FILED
95 JUL 24 PM 2:21
TALLAHASSEE, FLORIDA
OFFICE USE ONLY

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Sub-Zero Distributors of Florida, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 2:30 ☒ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
☐	Profit
☐	NonProfit
☐	Limited Liability
☐	Domestication
☐	Other

AMENDMENTS	
☐	Amendment
☐	Resignation of R.A., Officer/Director
☐	Change of Registered Agent
☐	Dissolution/Withdrawal
☐	Merger

OTHER FILINGS	
☐	Annual Report
☐	Fictitious Name
☐	Name Reservation

REGISTRATION/ QUALIFICATION	
☐	Foreign
☐	Limited Partnership
☐	Reinstatement
☐	Trademark
☐	Other

Examiner's Initials _____

**ARTICLES OF INCORPORATION
OF
SUB-ZERO DISTRIBUTORS OF FLORIDA, INC.**

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TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as sole incorporator of **Sub-Zero Distributors of Florida, Inc.**, under Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I. The name of the Corporation shall be **Sub-Zero Distributors of Florida, Inc.**

ARTICLE II. The aggregate number of shares which the Corporation shall have authority to issue is One Hundred Thousand (100,000), consisting of two classes, each designated as Common Stock with a par value of \$1.00 per share, with the following voting designations:

Class A Common Stock shall consist of 33,000 shares, each of which shall carry three (3) votes on all matters requiring the vote of Shareholders; and

Class B Common Stock shall consist of 67,000 shares, each of which shall carry one (1) vote on matters requiring the vote of Shareholders.

Except as to voting rights, all shares of both classes shall carry identical rights, privileges and restrictions; but no holder of shares of either class shall have any preemptive right to acquire unissued shares or securities convertible into such shares, or carrying the right to subscribe to or acquire such shares. The shares of stock of this Corporation shall carry no cumulative voting rights.

ARTICLE III. The mailing address and location of the principal office of the Corporation is 4717 Hammersley Road, Madison, Wisconsin 53711.

ARTICLE IV. The address of the initial registered office of the Corporation is c/o Foley & Lardner, The Greenleaf Building, 200 Laura Street, Jacksonville, Florida 32202-3527, and the initial registered agent at such address is F&L Corp.

ARTICLE V. The Corporation shall have the express right to acquire and dispose of its own shares on such terms and conditions as the Board of Directors may from time to time determine and agree.

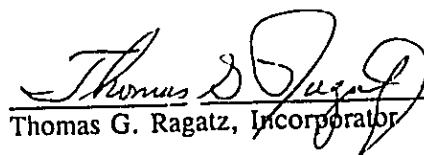
ARTICLE VI. The number of Directors constituting the initial Board of Directors is five (5) and hereafter the number shall be fixed by the Bylaws.

ARTICLE VII. The Shareholders of the Corporation shall have the express power provided in Section 607.0704(1) of the Florida Statutes to take action without a meeting by the written consent of one or more Shareholders with voting power to cast not less than the minimum number of votes necessary to authorize or take the action at a meeting at which all shares entitled to vote are present and voted. This shall expressly include the power to so act on matters where the Board of Directors is deadlocked or otherwise does not act.

ARTICLE VIII. These Articles may be amended in the manner authorized by law at the time of amendment, and the power to adopt, repeal or amend the Bylaws of the Corporation shall hereinafter be vested in the Board of Directors, but the Bylaws so adopted shall be subject to amendment or repeal by the shareholders as well as by the Directors.

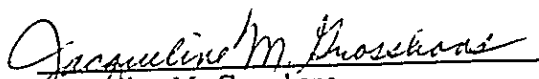
ARTICLE IX. The name and address of the sole incorporator of the Corporation is Thomas G. Ragatz, c/o Foley & Lardner, 150 East Gilman Street, Post Office Box 1497, Madison, Wisconsin 53701-1497.

IN WITNESS WHEREOF, these Articles have been signed by the undersigned incorporator this 20th day of July, 1995.


Thomas G. Ragatz, Incorporator

STATE OF WISCONSIN)
) SS.
COUNTY OF DANE)

The forgoing instrument was acknowledged before me this 20th day of July, 1995, by Thomas G. Ragatz. Such person did not take an oath and is personally known to me.


Jacqueline M. Grosshans
Notary Public, State of Wisconsin
My Commission Expires: May 5, 1996.

(SEAL)

**ACCEPTANCE OF APPOINTMENT BY INITIAL
REGISTERED AGENT**

THE UNDERSIGNED, a Wisconsin corporation qualified to do business in the State of Florida, having been named in Article IV of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as Registered Agent of the corporation.

DATED this 20th day of July, 1995.

REGISTERED AGENT:

F & L CORP.,
a Wisconsin corporation

By: _____

John A. Sanders, Agent

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OFFICE OF THE COMPTROLLER
APPLICATION FOR REFUND

Section 215.26, Florida Statutes, states in part: "Application for refunds as provided in this section shall be filed with the Comptroller, except as otherwise provided herein, within 3 years after the right to such refund shall have accrued else such right shall be barred." Three years is generally interpreted as meaning three years from the date of payment into the State treasury. The Comptroller has delegated the authority to accept applications for refund to the unit of State government which initially collected the money.

Pursuant to the provisions of Rule 3A-44.020, Florida Administrative Code, and Section 215.26, Florida Statutes, or Section _____, Florida Statutes, I hereby apply for a refund of moneys I paid into the State treasury, which are subject to refund. The following information is submitted to substantiate the claim.

Name: Sub-Zero Distributors of Florida INC EDN or SS#: 39-182699

Address: 9777 satellite blvd #200
Orlando FL 32837

Amount: 150.00 Date Paid See below

Reason for claim: P95000057019 - overpayment

Certified true and correct this 3 day of September, 19 96:

Signature [Signature]

* Must be completed if authority is other than Section 215.26, Florida Statutes.

For Agency Use Only	
Agency recommends approval of above claim and submits the following information to substantiate the claim:	Amount of recommended refund \$ <u>150.00</u>
The amount requested above was originally deposited into the State Treasury as a part of the funds deposited on	
State Treasurer's Receipt No. <u>01065-035</u> dated <u>8/20/96</u>	
Name of Account	<u>45202130001453000000000010000</u>
Statutory Authority for Collection	<u>607</u>
It is requested that payment be made from the following account:	
NAME OF ACCOUNT	<u>452021300014530000000022002000</u>
Certified true and correct this _____ day of _____, 19 _____	
Department of State - Division of Corporations	(Authorized Signature and Title)