

P95000057761

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10149, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME \_\_\_\_\_

FIRM \_\_\_\_\_

ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

95 JUL 26 PM 2:39

AL 7/26/95

REQUEST TAKEN CONFIRMED APPROVED

DATE \_\_\_\_\_

TIME \_\_\_\_\_ CK No. \_\_\_\_\_

BY DRC \_\_\_\_\_

WALK-IN Will Pick Up 7/26 10:00 AM 12:00 PM

RE:

Keel Enterprises, Inc.

95

C.C. Fee.

DISBURSED

<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> ( ) Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U B		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ( )		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prop.		
<input type="checkbox"/> FAX ( )		

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\*\*\*\*122.50 \*\*\*\*122.50

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment  
TERMS: NET 10 DAYS FROM INVOICE DATE  
1 1/2% per month on Past Due Amounts

THANK YOU  
from

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

95 JUL 26 PM 2:39

OF

KEEL ENTERPRISES, INC.

*The undersigned Incorporator subscribes to these Articles of Incorporation to form a corporation for profit under the State of Florida.*

ARTICLE I  
NAME

The name of this corporation shall be KEEL ENTERPRISES, INC.

ARTICLE II  
PURPOSE

This corporation may and is authorized to engage in any lawful activity or business for which the corporations may be incorporated under the Florida General Corporation Act.

ARTICLE III  
CAPITAL STOCK

a) The authorized capital stock of this corporation and the maximum number of shares of stock this corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share.

b) All or any portion of the capital stock may be issued in payment for real or personal property, services or any other right or thing having a value in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued, shall become and be fully paid and non-accessible, the same as though paid for in cash, and the Directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and

property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

ARTICLE IV  
TERM OF EXISTENCE

The effective date upon which the corporation shall come into existence shall be the date of filing these Articles of Incorporation, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE V  
INITIAL PRINCIPAL OFFICE AND AGENT

The street address of the initial principal office of the corporation is 11875 High Tech Avenue, Suite 200, Orlando, FL 32817, and the name of the initial Registered Agent of this corporation is RICHARD D. KEEL, JR. The initial registered office and the principal office are the same.

ARTICLE VI  
DIRECTORS

a) The initial number of Directors of this corporation shall be two.

b) The number of Directors may either be increased from time to time by the Board of Directors or the shareholders in accordance with the By-Laws of this corporation.

c) Directors, as such, shall receive such compensation for their services, if any, as may be set forth by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by the Board of Directors in attending meetings of the Board of Directors.

d) Nothing in this Article shall be construed to preclude the Directors from serving the corporation in any other capacity and receiving compensation therefor.

e) The name and street addresses of the initial members of the Board of Directors to hold office until the first annual meeting of the shareholders of this corporation or until their successors are elected or appointed and have qualified is RICHARD D. KEEL, JR., 2274 E. Riviera Blvd, Oviedo, Florida 32765, RICHARD D. KEEL, SR., 3433 Random Court, S.E., Cedar Rapids, Iowa 52403, and RANDALL SCOTT KEEL, 1500 Pleasant View Drive, Marion, Iowa 52302.

f) Any Director may be removed from office by the holders of the majority of stock entitled to vote thereon at any annual or special meeting of the shareholders of this corporation for any cause deemed sufficient by such shareholder.

g) In case one or more vacancies shall occur on the Board of Directors by reason of death, resignation or otherwise, the vacancy shall be filled by the shareholders of this corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the Directors until the shareholders have acted to fill the vacancy.

#### **ARTICLE VII** **INCORPORATOR**

The name and street address of the incorporator signing these Articles is RICHARD D. KEEL, JR., 2274 E. Riviera Blvd, Oviedo, FL 32765.

ARTICLE VIII  
LOST OR DESTROYED CERTIFICATE

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as from time to time provided for in the By-Laws of the corporation.

ARTICLE IX  
AMENDMENTS TO ARTICLES

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders meeting by the holders of a majority of the stock issued and entitled to be voted, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

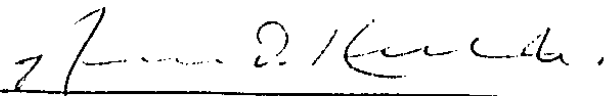
ARTICLE X  
BY-LAWS

The power to adopt By-Laws shall be vested in the shareholders. The power to alter, amend or repeal By-Laws of this corporation shall be vested in the Board of Directors of this corporation, provided, however, that any By-Laws altered, amended or repealed by the Directors that are inconsistent with any By-Laws adopted by the shareholders shall be void and the Directors may not alter, amend or repeal any By-Laws adopted by the shareholders without the consent of a majority of the shareholders.

**ARTICLE XI  
PREEMPTIVE RIGHTS**

Every shareholder, upon the sale of any additional stock of this corporation of the same kind, class or series that he already owns, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

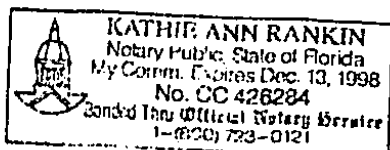
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles this 25 day of July, 1995.

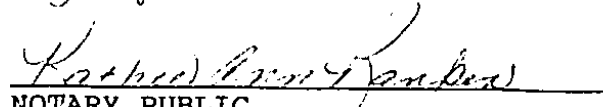
  
\_\_\_\_\_  
RICHARD D. KEEL, JR.  
Incorporator

STATE OF FLORIDA  
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, this day personally appeared RICHARD D. KEEL, JR., who is personally known to me or who produced Florida Driver's License as identification, who by me being first duly sworn, deposes and says that he is the person described as the Incorporator in the foregoing Articles of Incorporation; that he has read the Articles and have executed the same for the purposes therein expressed.

WITNESS my official hand and seal in the county and state last aforesaid this 25th day of July, 1995.

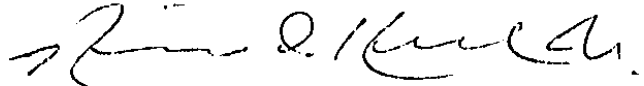


  
\_\_\_\_\_  
NOTARY PUBLIC  
Name: \_\_\_\_\_  
Commission No: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT 95 JUN 26 PM 2:39

The undersigned hereby accepts appointment to serve as the  
initial Registered Agent of KEEL ENTERPRISES, INC.



RICHARD D. KEEL, JR.  
Registered Agent

P95000057761

Richard Kael, Jr.  
Requestor's Name  
931 S. Semoran Blvd, Suite 202  
Address  
Winter Park, FL 32792  
City/State/Zip Phone #

000001871580  
-06/21/96--01085--015  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Office Use Only

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

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☐ Walk in

☐ Pick up time \_\_\_\_\_

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input checked="" type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED  
96 JUN -5 AM 10:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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## ARTICLES OF DISSOLUTION

Pursuant to 607.1401, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is YOOI ENTERPRISES INC.

SECOND: The articles of incorporation were filed on 7-20-95

THIRD: (CHECK ONE)

☒ None of the corporation's shares have been issued.

☐ The corporation has not commenced business.

FOURTH: No debt of the corporation remains unpaid.

FIFTH: The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.

SIXTH: Adoption of Dissolution (CHECK ONE)

☐ A majority of the incorporators authorized the dissolution.

☒ A majority of the directors authorized the dissolution.

Signed this 24 day of April, 19 96

Signature

Richard D. Kool Jr.  
(By an incorporator if adopted by the incorporators or by the chairman or vice chairman of the board, president, or other officer if adopted by the directors)

Richard D. Kool Jr.  
(Typed or printed name)

President

(Title)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 JUN -5 AM 10:30

FILED