

PG500058405

4222 U.S Hwy 301 N  
Wildwood, FL 34785

(City, State, Zip)

(Phone #)

PROCESSED BY  
06/19/95 01045-003  
\*\*\*\*122.50 \*\*\*\*122.50

OFFICE USE ONLY

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

1. Steel Solutions Inc., of Florida, Incorporated  
(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 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



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 11, 1995

STEEL SOLUTIONS OF THE SOUTH, INC.  
4222 U.S. HIGHWAY 301 NORTH  
WILDWOOD, FL 34785

We have received your document for STEEL SOLUTIONS OF THE SOUTH, INC. . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

You failed to make the correction(s) requested in our previous letter.

Bylaws are not filed with this office. Please retain them for your records.

The registered agent must sign accepting the designation.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6878.

Terri Buckley  
Corporate Specialist

Letter Number: 895A00033190



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 21, 1995

ROBERT CONROY  
4222 US HIGHWAY 301 NO  
WILDWOOD, FL 34785

SUBJECT: STEEL SOLUTIONS OF THE SOUTH, INC.  
Ref. Number: W95000014737

We have received your document for STEEL SOLUTIONS OF THE SOUTH, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

You failed to make the correction(s) requested in our previous letter.

We are enclosing the proper form(s) with instructions for your convenience.

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

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) 487-6878.

Terri Buckley  
Corporate Specialist

Letter Number: 095A00034894

FORM 1

## CERTIFICATE OF INCORPORATION

OF  
STEEL SOLUTIONS of the South, Inc.

THE UNDERSIGNED, being over the age of eighteen years, in order to form a corporation pursuant to the provisions of the Corporate Code, hereby certifies as follows:

### FIRST IDENTIFICATION

The name of the corporation, hereinafter referred to as the "Corporation," is

STEEL SOLUTIONS  
of the South, Inc.

### SECOND PERIOD OF EXISTENCE

The period during which the corporation shall continue is perpetual.

### THIRD REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Corporation is Principal 4222 US Hwy 301 N, Wilowood FL 34785  
and the name and address (if different) of the initial registered agent therein and in charge thereof, upon whom process against the Corporation may be served, is CHARLES H. BUTEN

### FOURTH PURPOSE

The purpose of the Corporation is to engage in any or all lawful business for which corporations may be organized under the provisions of the General Corporation Law of Delaware.

### FIFTH SHARES

The total authorized capital stock of the Corporation is TWO HUNDRED FIFTY shares having a Par Value of NONE. All or any part of said shares may be issued by the Corporation from time to time and for such consideration as may be determined upon or fixed by the Board of Directors, as provided by law.

### SIXTH INCORPORATOR'S ADDRESS

The name and post office address of the Incorporator of the Corporation is as follows:

ROBERT C. CONROY  
4875 CR 116  
WILLOWOOD, FL 34785

SEVENTH  
DIRECTORS

The powers of the incorporator are to terminate upon the filing of this Certificate of Incorporation and the names and mailing addresses of persons who are to serve as director(s) until the first meeting of stockholders or until their successors are elected and qualify are as follows:

ROBERT C. Conway, 4875 CR 116 WILLOWOOD, FL, 34785

CHARLES H. BUTLER, P.O. Box 221, WILLOWOOD, FL, 34785

EIGHTH  
INDEMNITY

Directors of the corporation shall not be liable to either the corporation or its stockholders for monetary damages for a breach of fiduciary duties unless the breach is one which invokes: (1) a director's duty of loyalty to the corporation or its stockholders; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) liability for unlawful payments of dividends or unlawful stock purchases or redemption by the corporation; or (4) a transaction from which the director derived an improper personal benefit.

The effective date of this Certificate of Incorporation shall be MAY 26, 1995

IN WITNESS WHEREOF, the undersigned Incorporator has caused this Certificate of Incorporation to be executed as of

MAY 26, 1995

Robert Conway  
(Incorporator)

FORM 11

INCORPORATOR'S CERTIFICATE

OF  
STEEL SOLUTIONS, of the South, Inc.

I, ROBERT C. CONROY, the sole incorporator of STEEL SOLUTIONS, of the South, Inc.  
Florida corporation formed in accordance with the laws of that state sign this statement to set forth  
action taken as follows:

FIRST: I state that the Certificate of Incorporation of STEEL SOLUTIONS, a true copy of which is  
annexed to this statement, was filed with the Department of State of Florida on May 26, 1995.

SECOND: The by-laws annexed to this statement have been adopted by me as the by-laws of the Corporation.

THIRD: The following persons have been nominated and elected by me as directors of the Corporation to hold office until  
the first annual meeting of shareholders and until their successors are elected and qualify:

CHARLES H. BUTLER  
ROBERT C. CONROY

FOURTH: Thereby assign all my rights as incorporator of the Corporation to the above-named directors.

The foregoing is established by my signature on this instrument at WILLOWOOD, Florida on this 26 day  
of May, 19 95.

Robert Conroy  
(Incorporator)

FORM III

**WAIVER OF NOTICE  
OF  
THE FIRST MEETING OF THE BOARD OF DIRECTORS  
OF**

*STEEL SOLUTIONS, of the South, Inc.*

*of the South, Inc.*

We, the undersigned, being all the directors of *STEEL SOLUTIONS, Inc.*, hereby  
waive all notice of the first meeting of the Board of Directors of the Corporation and agree and consent that this meeting be held at the  
offices of the Corporation, *4222 US Hwy 301, N, WILLOWOOD, FL 34785*

on the *27* day of *MAY*, 19*95*, at *WILLOWOOD*  
for the purpose of holding an organizational meeting of the Corporation and for such other business as may be brought before the  
meeting or any adjournment thereof.

Dated:

*5/26/95*

*[Signature]*

FORM IV

# MINUTES OF FIRST MEETING OF BOARD OF DIRECTORS

The First Meeting of the Board of Directors of STEEL SOLUTIONS, of the South, Inc was held on 27 May, 1995, at the principal office of the Corporation, 4022 US Hwy 301, N, Wilkwood FL.

Upon motion duly made and seconded, CHARLES A. BUTLER was chosen as Chairman of the meeting and ROBERT C. CONROY Secretary of the meeting. The Secretary called the roll and the following Directors were present:

CHARLES H. BUTLER  
ROBERT C. CONROY

being all of the Directors of the Corporation.

The Secretary then presented an original Waiver of Notice of the time and place of the meeting signed by each of the Directors. Upon motion duly made and seconded, it was unanimously:

RESOLVED, that these waivers be entered in the Minute Book immediately preceding the minutes of this meeting.

The Secretary then presented a copy of the Certificate of Incorporation, the original of which was filed with the Secretary of State on May 26, 1995. After consideration, and upon motion duly made and seconded, it was unanimously

RESOLVED, that the Directors of STEEL SOLUTIONS, of the South, Inc. ratify and approve the Certificate of Incorporation and its filing with the Secretary of State.

The Secretary then presented the Incorporator's Certificate and by-laws adopted by the Incorporator(s) ROBERT CONROY on MAY 26, 1995. After consideration, and upon motion duly made and seconded, it was unanimously:

RESOLVED, that the Incorporator's Certificate adopted and executed by the Incorporator(s) on May 26, 1995 and all action shown to have been taken or authorized by him/them are approved and ratified in all respects; and it is further

RESOLVED, that the by-laws of this Corporation presented to the meeting be and they are hereby adopted as the by-laws of the Corporation and that a copy thereof shall be permanently inserted in the Minute Book of the Corporation.

The Chairman stated that the next order of business was the election of the officers as specified in the by-laws. Nominations having been made, the following persons were duly elected to the offices set beside their respective names, to serve until the next Annual Meeting of the Board of Directors of the Corporation, and until their respective successors shall be duly elected and shall qualify in their stead:

<u>CHARLES H. BUTLER</u>	Chairman of the Board
<u>ROBERT C. CONROY</u>	President
<u>NA</u>	Vice President
<u>CHARLES H. BUTLER</u>	Secretary
<u>CHARLES H. BUTLER</u>	Treasurer
<u>NA</u>	Assistant Secretary
<u>NA</u>	Assistant Treasurer



The Chairman then submitted to the meeting a seal proposed for use as the corporate seal of the Corporation. After consideration, and upon motion duly made and seconded, it was unanimously

RESOLVED, that the form of seal submitted to this meeting be and the same hereby is approved and adopted as and for the corporate seal of the Corporation, and that an impression of said seal be made upon the margin of these minutes.

The Chairman then presented to the meeting a proposed form of certificate for fully paid and nonassessable shares of the Corporation. The Chairman directed that a copy of such form of certificate be annexed to and made a part of the minutes of this meeting. After consideration, and upon motion duly made and seconded, it was unanimously

RESOLVED, that the form of certificate for fully paid and nonassessable shares of the Corporation, submitted to this meeting, be and the same hereby is approved and adopted in all respects as the certificate to represent such fully paid and nonassessable shares, and that a specimen of such certificate be annexed to and made a part of the minutes of this meeting.

The Chairman then stated that the next order of business was the designation of a depository for the funds of the Corporation. After consideration, and upon motion duly made and seconded, it was unanimously:

RESOLVED, that the banking resolutions annexed hereto and made a part hereof are adopted for and on behalf of the Corporation; and it is further

RESOLVED, that the Secretary of the Corporation be and he/she hereby is authorized to certify to the Bank the foregoing resolutions.

The Chairman then stated that the next order of business was the designation of a fiscal year for the Corporation, pursuant to the provisions of Article IX of the by-laws of the Corporation. After consideration, and upon motion duly made and seconded, it was unanimously:

RESOLVED, that the year ending DEC. 31, 1996 be and it hereby is designated as the fiscal year of the Corporation.

The Chairman stated that the next order of business was the authorization of the initial expenses of the Corporation. After consideration, and upon motion duly made and seconded, it was unanimously:

RESOLVED, that the Treasurer of the Corporation be, and he hereby is, authorized and directed to pay all charges and expenses incident to or arising out of the organization of the Corporation, and to reimburse any and all persons who have made disbursements thereof; and it was further

RESOLVED, that the Corporation elect, on its first United States Corporation Income Tax Return, to deduct these expenses ratably over a 1 YEAR period, starting with the month in which the Corporation begins business, pursuant to Section 248 of the Internal Revenue Code of 1986, as amended.

The Chairman stated that the next order of business was the designation of the principal office of the Corporation and the appointment of an agent in charge of said principal office, upon whom process against the Corporation may be served. After discussion and upon motion duly made, seconded, and unanimously carried, it was:

RESOLVED, that the principal office of the Corporation within this State be and the same hereby is designated as 4222 US Hwy 301N Wimauma FL, and that CHARLES H. BUTLER be and he/she hereby is appointed the agent of this Corporation in charge of said principal office, upon whom process against this Corporation may be served.

There was then discussed a plan to issue 250 shares of common stock, —0— par value. After consideration, and upon motion duly made and seconded, it was unanimously:

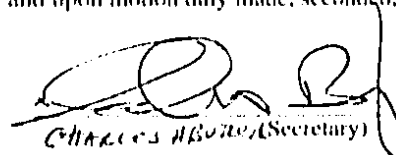
RESOLVED, that the President of this Corporation and any other officers designated by him/her are authorized and directed to offer for sale, sell, and issue up to 250 shares of the common stock of this Corporation. The consideration to be received for this stock shall be money or other property (other than stock or securities) equal to \$ 1.00 per share.

The Chairman stated that CHARLES H. BUTLER ROBERT C. Cawing and NA had each presented an offer to purchase 100 shares of the common stock of the Corporation at a price of \$ 1.00 per share. Upon motion duly made and seconded, it was unanimously:

RESOLVED, that the Corporation accept the offers of CHARLES H. BUTLER  
and ROBERT C. CONROY to purchase 200 shares of the common stock of this  
Corporation at a price of \$1.00 per share, and it is further

RESOLVED, that the proper officers of the Corporation are authorized to issue and deliver a certificate in the amount of  
100 shares each to CHARLES H. BUTLER, ROBERT C. CONROY and  
NA

There being no further business to come before the meeting, and upon motion duly made, seconded, and unanimously  
carried, the meeting was adjourned.

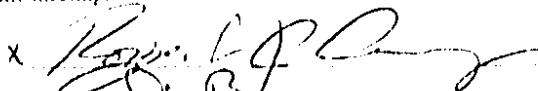

  
CHARLES H. BUTLER (Secretary)

FORM 11

**WAIVER OF NOTICE OF FIRST  
MEETING OF SHAREHOLDERS**

We, the undersigned, being all the shareholders of STEEL SOLUTIONS, of the South, Inc.  
Corporation incorporated under the laws of Florida, do  
hereby waive notice of the time, place and purpose of the meeting of said shareholders, and do fix May 27, 1995  
at 4 P.M. as the time and 4222 US Hwy N, Willowood, FLA, 34785 as the place of said  
meeting.

We do hereby waive all the requirements of the statutes of the state of Florida as  
to notice of said meeting and the publication thereof; and we consent to the transaction at said meeting of such business as may come  
before the meeting.

X   
X 

(Shareholders)

Dated: 5-27-95

FORM VII

MINUTES, FIRST MEETING  
OF SHAREHOLDERS  
OF

STEEL SOLUTIONS, of the South, Inc.

The first meeting of the shareholders of STEEL SOLUTIONS, of the South, Inc. was held at Wiltonwood, FL on the 27 day of May, 1995 at 4 o'clock P.M.

The meeting was duly called to order by the President. He/she stated the purpose of the meeting was to ratify the actions taken by the Incorporator(s) and Board of Directors relative to the formation of the corporation.

Next, the Secretary read the list of shareholders as they appear in the record book of the Corporation. He/she reported the presence of a quorum of shareholders.

Next, the Secretary read a Waiver of Notice of the Meeting, signed by all shareholders. On a motion duly made, seconded and carried, the waiver was ordered appended to the minutes of this meeting.

Next, the President asked the Secretary to read:

- (1) The Incorporator's(s') Certificate; and
- (2) The minutes of the first meeting of the Board of Directors.

A motion was duly made, seconded and carried unanimously that the following resolution be adopted.

WHEREAS, the Incorporator's(s') Certificate and the minutes of the first meeting of the Board of Directors have been read to this meeting, and

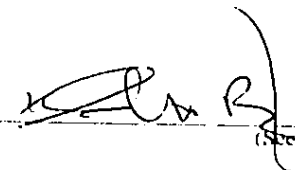
WHEREAS, by-laws were adopted and directors and officers were elected at the organization meeting, it is hereby

RESOLVED that this meeting approves and ratifies the election of the said directors and officers of this Corporation and the directors shall hold office until the next annual meeting of shareholders or until their successors shall be duly elected and qualified, and further approves, ratifies and adopts said by-laws as the by-laws of the corporation. It is further

RESOLVED that all acts taken and decisions made by the incorporator(s) and the first meeting of the Board are approved and ratified.

There being no further business, the meeting was adjourned.

Dated: X 5/27/95

  
(Secretary)

Having been named to accept service of process for Steel Solutions of the South Inc. the Corporation designated in the foregoing Articles of Incorporation, I here by agree to act as a Registered Agent, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Date this 17<sup>th</sup> day of July, 1995.

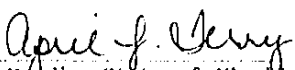
  
Charles H. Butler, Registered Agent

State of Florida  
County of Sumter

Before me, the undersigned *Notary Public*  
personally appeared CHARLES H. BUTLER, who, being first duly sworn,  
acknowledged to me that he is the person described as the Registered  
Agent in, and the one who executed, the foregoing Articles of  
Incorporation, and that he executed the same for the purposes therein  
expressed.

WITNESS my hand and seal this 17<sup>th</sup> day of

July, 1995.

  
Notary Public, State of Florida

My commission expires:



APRIL L. TERRY  
MY COMMISSION # CC449887 EXPIRES  
April 23, 1999  
BONDED THIRD TROY FAIR INSURANCE, INC.

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.09, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: STEEL SOLUTIONS OF THE SOUTH Inc.

2. The name and address of the registered agent and office is:

CHARLES W. BUTLER  
STEEL SOLUTIONS OF THE SOUTH Inc.  
(NAME)

4222 US 301 N  
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

WILLOWOOD, FLA 34785  
(CITY/STATE/ZIP)

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby 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.*

  
(SIGNATURE)

7/27/95  
(DATE)