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120 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-9171  
904-222-0191

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FILED

96 MAR 27 PM 1:40

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



ACCOUNT NO. : 072100000032

REFERENCE : 897303 4329479

AUTHORIZATION : *Patricia Payito*

COST LIMIT : \$ 122.50

ORDER DATE : March 27, 1996

ORDER TIME : 10:27 AM

ORDER NO. : 897303

500001759995

CUSTOMER NO: 4329479

CUSTOMER: Karen Bohn, Legal Assistant  
BAKER & HOSTETLER

2300 Sun Bank Ctr., Box 112  
200 South Orange Avenue  
Orlando, FL 32802

DOMESTIC FILING

NAME: WELBRO CONSTRUCTORS, S.C.,  
INC.

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION  
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY  
☐ PLAIN STAMPED COPY  
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: CARINA DUNLAP

EXAMINER'S INITIALS: \_\_\_\_\_

KATHY H. MAR 28 1996

Articles of Incorporation  
of

WELBRO CONSTRUCTORS, S.C., INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

Name and Duration

The name of the Corporation is WELBRO CONSTRUCTORS, S.C., INC. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State of the State of Florida.

ARTICLE II

Principal Office

The address of the principal office of the Corporation is 1065 Rainer Drive, Post Office Box 160007, Altamonte Springs, Florida 32716.

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is 200 South Orange Avenue, Suite 2300, in the City of Orlando, County of Orange. The name of the registered agent at such address is A.G.C. Co.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

#### ARTICLE V

##### Capital Stock

1. The total number of shares of capital stock which the Corporation has the authority to issue is 100,000 shares of Common Stock ("Common Stock"), \$0.10 par value per share.

#### ARTICLE VI

##### Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
A.G.C. Co.	200 South Orange Avenue Suite 2300 Post Office Box 112 Orlando, Florida 32802

#### ARTICLE VII

##### Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time as provided by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a

majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The names and mailing addresses of the persons who shall serve as directors of the Corporation until the first annual meeting of the shareholders are as follows:

<u>Name</u>	<u>Address</u>
Gary E. Brown	1065 Rainer Drive Post Office Box 160007 Altamonte Springs, FL 32716
Steven S. Davis	1065 Rainer Drive Post Office Box 160007 Altamonte Springs, FL 32716

#### ARTICLE VIII

##### Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

#### ARTICLE IX

##### Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE X

Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

ARTICLE XI

Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Orlando, Orange County, Florida, this 26<sup>th</sup> day of March, 1996.

A.G.C. Co.

By: 

Richard T. Fulton  
Vice President

STATE OF FLORIDA     )  
                              ) SS.  
COUNTY OF ORANGE    )

The foregoing instrument was acknowledged before me this 26<sup>th</sup> day of March, 1996, by Richard T. Fulton of A.G.G. Co., an Ohio corporation, on behalf of the corporation. He is personally known to me or has produced \_\_\_\_\_ as identification.

(NOTARY SEAL)

Karen L. Bohn  
(Notary Signature)  
Karen L. Bohn  
(Notary Name Printed)  
NOTARY PUBLIC  
Commission No. \_\_\_\_\_



KAREN L. BOHN  
MY COMMISSION # CC434547 EXPIRES  
September 10, 1998  
BONDED TRUITY TRACY FAIR INSURANCE, INC.

D:\19810\03002\ARTICLES  
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REGISTERED AGENT CERTIFICATE

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:


That WELBRO CONSTRUCTORS, S.C., INC., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Orlando, County of Orange, State of Florida, has named A.G.C. Co., located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states that it is familiar with §607.0501, Florida Statutes.

A.G.C. Co.

By:

  
Richard T. Fulton  
Vice President

DATED: March 26, 1996



THE UNITED STATES  
CORPORATION  
COMPANY

# P96000027374

ACCOUNT NO. : 072100000032

REFERENCE : 304436 4329479

AUTHORIZATION :

*Patricia Pysit*

COST LIMIT : \$ 35.00

ORDER DATE : March 24, 1997

ORDER TIME : 10:03 AM

ORDER NO. : 304436

CUSTOMER NO: 4329479

CUSTOMER: Karen Bohn, Legal Assistant  
Baker & Hostetler  
2300 Sun Bank Ctr., Box 112  
200 South Orange Avenue  
Orlando, FL 32802

*RA  
Change*

600002121446

### CHANGE OF AGENT

NAME: WELBRO CONSTRUCTORS, S.C., INC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY  
☒ PLAIN STAMPED COPY

CONTACT PERSON: Carina L. Dunlap

Name	
Address	
City	3/24/97
State	FL
Zip	32802
Phone	407
Fax	407
W.P. Verifier	407

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 MAR 24 PM 2:12

97 MAR 24 AM 10:36

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DIVISION OF CORPORATION



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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**STATEMENT OF CHANGE OF REGISTERED OFFICE  
OR REGISTERED AGENT, OR BOTH**

TO THE SECRETARY OF STATE OF THE STATE OF FLORIDA:

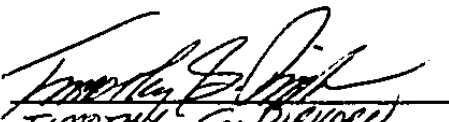
Pursuant to the provisions of Section 607.0502, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.

- FIRST: The name of the corporation is WELBRO CONSTRUCTORS, S.C., INC.
- SECOND: The address of its present registered office is 200 South Orange Avenue, Suite 2300, Orlando, Florida 32801.
- THIRD: The address to which its registered office is to be changed is 1065 Rainer Drive, Altamonte Springs, Florida 32714.
- FOURTH: The name of its present registered agent is A.G.C. Co.
- FIFTH: The name of its successor registered agent is Gary E. Brown.
- SIXTH: The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.
- SEVENTH: Such change was authorized by resolution duly adopted by its Board of Directors.

DATED this 20<sup>th</sup> day of March, 1997.


WELBRO CONSTRUCTORS, S.C., INC.,  
a Florida corporation

By:

  
TIMOTHY E. DICKSON  
As its: SECRETARY/TREASURER

The undersigned accepts the appointment of registered agent of  
WELBRO CONSTRUCTORS, S.C., INC., and is familiar with and accepts  
the obligations of Section 607.0505, Florida Statutes.

DATED this 19th day of March, 1997.

  
\_\_\_\_\_  
Gary E. Brown

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA