

P9600031335



EFFECTIVE DATE

July 1, 1996

ACCOUNT NO. : 072100000032

REFERENCE : 913646 5801A

AUTHORIZATION :

COST LIMIT : 9 PPD

ORDER DATE : April 10, 1996

ORDER TIME : 11:08 AM

ORDER NO. : 913646

CUSTOMER NO: 5801A

CUSTOMER: Mary Vlasak-Snell, Esq
PAVESE GARNER HAVERFIELD
DALTON HARRISON & JENSEN

1833 Hendry Street
Fort Myers, FL 33901-3095

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DOMESTIC FILING

NAME: DUNCAN DISTRIBUTORS OF
SOUTHWEST FLORIDA, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS:

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96 APR 10 PM 12:25
DIVISION OF CORPORATION

GB 4/10/96

ARTICLES OF INCORPORATION

DUNCAN DISTRIBUTORS OF SOUTHWEST FLORIDA, INC.

20 APR 10 PM 2:16

STATE
FLORIDA

The undersigned, acting as incorporators of a corporation under the laws of the State of Florida, Florida Statutes, Chapter 607, and hereby set forth and declare:

C H A R T E R

EFFECTIVE DATE
July 1, 1996

Article I

The name of the corporation shall be **DUNCAN DISTRIBUTORS OF SOUTHWEST FLORIDA, INC.**

Article II

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

Article III

The aggregate number of shares which the corporation shall have authority to issue shall be 10,000 shares of \$200.00 par value common stock, which shall be nonassessable and held, sold, and paid for at such time and in such manner as the Board of Directors may from time to time determine. The shares of the Corporation shall not be divided into classes and the Corporation is not authorized to issue shares in series.

Article IV

The effective date of these Articles is July 1, 1996 and the corporation's existence shall be perpetual until dissolved as provided by law.

Article V

The principal place for the transaction of its business shall be 8998 High Cotton Lane, City of Fort Myers, County of Lee, in the State of Florida. That said corporation shall have the right and authority to do business at such other place or places within or without the State of Florida as the corporation may, by resolution, designate.

Article VI

The corporation shall have a Board of Directors of not less than one (1) director, which number may be increased or decreased from time to time. The number of directors shall be established by the Shareholders at their annual meeting or any special meeting called for such purpose, unless the number is fixed by the Bylaws.

Article VII

The officers by whom the business of said corporation shall be conducted shall be a President who shall be a Director, a Vice-President, a Secretary and a Treasurer and such other officers, agents and factors shall be chosen in such manner, hold their office of such term and have such powers and duties as may be prescribed by the Bylaws or determined by the Board of Directors. The names and post office addresses of the officers and first Board of Directors who shall conduct the business of the corporation until their successors are elected and qualified following the first meeting of shareholders shall be:

PATRICIA R. DUNCAN
3600 Ellis Road
Fort Myers, FL 33905

President/Director

RANDY L. DUNCAN
13914 Granada Way, S.E.
Fort Myers, FL 33905

Vice President/Director

FRANCES DUNCAN
8293 Bounty Road
Fort Myers, FL 33912

Secretary/Treasurer/Director

Article VIII

The names and post office addresses of the incorporators and initial subscribers of this corporation, with the number of shares subscribed for, are as follows:

PATRICIA R. DUNCAN
3600 Ellis Road
Fort Myers, FL 33905

160 Shares

RANDY L. DUNCAN
13914 Granada Way, S.E.
Fort Myers, FL 33905

40 Shares

Article IX

The amount of indebtedness or liability to which the corporation at any time may subject itself shall be unlimited.

Article X

The street address of the initial registered office of this corporation is 3600 Ellis Road, Fort Myers, Florida, 33905, and the name of the initial registered agent of this corporation at that address is Patricia R. Duncan.

ARTICLE XI

This corporation elects to have preemptive rights. Each shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article XII

The initial Bylaws of this corporation shall be adopted by the Board of Directors. The Bylaws may be amended from time to time by either the shareholders or the directors. The shareholders may amend, alter, or repeal any Bylaw adopted by the directors. The directors may not alter, amend or repeal any Bylaw adopted by the shareholders, nor may the directors adopt Bylaws which would be in conflict with the Bylaws adopted by the shareholders.

Article XIII

Any subscriber or shareholder present at any meeting, either in person, or by proxy, and any directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

Article XIV

Each director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all cost and expense reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceeding in which he may be involved or to which he may be made a party by reason of his being or having been a director or officer of the corporation, said expense to include attorney's fees and the cost of

reasonable settlement made with a view to curtailment of cost of litigation, except in relation to matters as to which he finally shall be adjudged in any such action, suit, or proceeding to have been derelict in the performance of his duty as such officer or director. Such right of indemnification shall not be exclusive of any other rights to which he may be entitled as a matter of law; and the foregoing right of indemnification shall inure to the benefit of the heirs, executors and administrators of any such director or officer.

Article XV

A director or officer of the corporation shall not be disqualified by his office from dealing or contracting with the corporation either as a vendor, purchaser, or otherwise, nor shall any transaction or contract of the corporation be void or voidable by reason of the fact that any director or officer or any firm of which any director or officer is a member or any corporation of which any director or officer is a shareholder, officer, or director, is in any way interested in such transaction or contract, provided that such transaction or contract is or shall be authorized, ratified, or approved either (a) by a vote of a majority of a quorum of the Board of Directors, without counting in such majority or quorum any director so interested or member of a firm so interested, or a shareholder, officer, or director of a corporation so interested, or (b) by the written consent, or by the vote of any shareholders meeting of the holders of record, of a majority of all the outstanding shares of stock in the corporation entitled to vote, nor shall any director or officer be liable to account to the corporation for any profits realized by or from or through any such transaction or contract authorized, ratified, or approved as herein provided by reason of the fact that he, or any firm of which he is a member or any corporation of which he is a shareholder, officer, or director, was interested in such transaction or contract. Nothing herein contained shall

create liability in the events above described or prevent the authorized approval of such contracts in any other manner permitted by law.

IN WITNESS WHEREOF, WE, PATRICIA R. DUNCAN and RANDY L. DUNCAN, the undersigned being the subscribers to the capital stock hereinbefore mentioned for the purpose of forming a corporation under the laws of the State of Florida do make, subscribe, acknowledge and file the foregoing Articles of Incorporation, hereby certifying that the facts therein stated are true, and hereby agree to take the number of shares of stock hereinbefore set forth at the consideration stated, and accordingly set our hand and seals at Lee County this 5 day of April, 1996.

Patricia R. Duncan
PATRICIA R. DUNCAN

Randy L. Duncan
RANDY L. DUNCAN

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 5th day of April, 1996, by PATRICIA R. DUNCAN and RANDY L. DUNCAN, who are personally known to me or who have produced _____ as identification and who did (did not) take an oath.

(Notary Seal)

Frances H. Duncan
Signature of Notary Public
FRANCES H. DUNCAN
(Print, type or stamp commissioned name of Notary Public)

Commission No: CC 389529



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

First--That DUNCAN DISTRIBUTORS OF SOUTHWEST FLORIDA, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of Fort Myers, County of Lee, State of Florida, has named PATRICIA R. DUNCAN, located at 3600 Ellis Road, City of Fort Myers, County of Lee, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENTS:

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 provision of said Act relative to keeping open said office.

BY: 
PATRICIA R. DUNCAN, Registered Agent

FAWPDATA\MVS\DUNCAN.ART

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FALL RIVER
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PAVESE, GARNER, HAVERFIELD, DALTON, HARRISON & JENSEN

ATTORNEYS AND COUNSELORS AT LAW
web page: <http://pavesegarnet.com>

1833 HINDRY STREET
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FAX (841) 332-3243

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POST OFFICE BOX 88
CAPE CORAL, FLORIDA 33910-0088
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FAX (841) 842-8883

SUITE 203
4824 GUN CLUB ROAD
WEST PALM BEACH, FLORIDA 33415
(407) 471-1388
FAX (407) 471-0622

MARY VLASAK SNELL
(841) 338-8268

PLEASE REPLY TO:
FORT MYERS OFFICE

August 26, 1996

Division of Corporations
PO Box 6327
Tallahassee, FL 32314

900001935613
-08/29/96--01039--017
*****35.00 *****35.00

Re: *Duncan Distributors of Southwest Florida, Inc.*

Dear Sir or Madam:

Enclosed herewith please find a Statement of Change of Registered Office or Registered Agent or Both for Corporations. I would request that same be filed with the Division of Corporations. Our firm check in the amount of \$35.00 is enclosed representing the filing fee.

Please advise should you have any questions.

Very truly yours,

Mary Vlasak Snell
MARY VLASAK SNELL

MVS:jh
Enclosure
cc: Randy L. Duncan

SH 9/5

FILED
95 AUG 29 AM 10:37
TALLAHASSEE, FLORIDA

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of section 607.0502 or 607.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: _____
Duncan Distributors of Southwest Florida, Inc.

1a. Date of Incorporation July 1, 1996 Document number 96000031335

2. The name and address of the current registered agent and office:
Patricia R. Duncan
3600 Ellis Road, Fort Myers, Florida, 33905

3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)
Randy L. Duncan
3600 Ellis Road, Fort Myers, Florida, 33905

The street address of its registered agent and the street address of the business office of its registered agent as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

SIGNATURE Randy L. Duncan
(name and title) Randy L. Duncan,
President

DATE Aug. 26, 1996

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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE Randy L. Duncan
(Registered Agent)
Randy L. Duncan

DATE Aug. 26, 1996

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