

P96000042856
MacLean and Ema

Frederick R. MacLean, P.A.
Anne B. MacLean
Christopher J. Ema
Laura O. MacLean
Adrian P. Thomas

2600 N.E. 14th Street Causeway
Pompano Beach, Florida 33062
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Telefax (305) 942-9146

of counsel
J. Alan Cox
Tallahassee, FL
Robert M. Allen
Boynton Beach, FL

May 10, 1996

RECEIVED SECRETARY OF STATE
MAY 14 1996
*****70.00 *****70.00

Bureau of Corporate Records
Room 2001, The Capital
Tallahassee, Florida 32314

Re: Willam, Inc.

Gentlemen:

We enclose herewith the following items, in order to have the above-referenced corporation filed in the Florida corporate records.

1. Our firm's check in the amount of \$70.00 made payable to the Secretary of State, to cover the filing fee and registered agent notice;
2. Original Articles of Incorporation and attached acceptance of Registered Agent, for filing with the State; and
3. Photocopy of above Articles and Acceptance to be stamped as filed and return to our office.

If you should have any questions, or require anything further, please do not hesitate to contact our office.

Very truly yours,

MacLEAN and EMA



Lisa K. Johnson
Legal Assistant

LKJ/hs
enc/as noted

MAY 20 1996

B9B

FILED
MAY 13 1996
STATE OF FLORIDA
TALLAHASSEE

**ARTICLES OF INCORPORATION
OF
WILLAM, INC.**

FILED
96 MAY 13 PM 3:53
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation shall be WILLAM, INC. The address of the principal office of this corporation shall be 1502 N.W. 111th Avenue, Coral Springs, Florida 33071.

**ARTICLE II
COMMENCEMENT-DURATION**

Corporation existence shall commence upon the filing of these Articles of Incorporation. The duration of WILLAM, INC. shall be perpetual.

**ARTICLE III
PURPOSE**

The general purposes for which WILLAM, INC. is organized are:

A. To transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act, or engage in any other trade or business which can, in the opinion of the Board of Directors of WILLAM, INC., be advantageously carried on in connection with, or ancillary to, the foregoing business.

B. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

**ARTICLE IV
AUTHORIZED SHARES**

The aggregate number of shares which WILLAM, INC. is authorized to issue is 7,500. Such shares shall be common stock of a single class and have a par value of one dollar (\$1.00) per share.

**ARTICLE V
PRINCIPAL AND REGISTERED OFFICE AND AGENT**

The street address of the initial principal and registered office of WILLAM, INC. is 1502 N.W. 111th Avenue, Coral Springs, Florida 33071 and the name of its initial Registered Agent at such address is Peter Middleton.

**ARTICLE VI
OFFICERS AND DIRECTORS**

The number of Directors of WILLAM, INC. shall not be less than one (1), and the number of Directors constituting the initial Board of Directors of WILLAM, INC. is one (1). The names and addresses of the people who are to serve as the initial Board of Directors and as the initial Officers of WILLAM, INC. are as follows:

Peter Middleton	Director/President
1502 N.W. 111th Avenue	Secretary/Treasurer
Coral Springs, Florida 33071	

**ARTICLE VII
INCORPORATOR**

The Incorporator of WILLAM, INC. is Peter Middleton, whose address is 1502 N.W. 111th Avenue, Coral Springs, Florida 33071.

**ARTICLE VIII
CUMULATIVE VOTING**

In all elections for directors, every shareholder shall have the right to vote, in person or by proxy, for the number of shares owned by him, for as many persons as there are directors to be elected, or to cumulate said votes, and give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares shall equal, or distribute them on the same principal among as many candidates as he shall think fit.

**ARTICLE IX
PREEMPTIVE RIGHTS**

Each shareholder of WILLAM, INC. shall be entitled to full preemptive rights to purchase his pro rata share of any future issue of the unissued or treasury shares of the corporation, or any securities of WILLAM, INC. convertible into or carrying a right to subscribe to or acquire share of any such unissued or treasury shares, at the same price and terms at which said shares are being offered for issue.

ARTICLE X CHANGE OF CORPORATE FORM

The affirmative vote of a majority of the issued and outstanding shares of WILLAM, INC., shall be required to amend these Articles of Incorporation, or to approve the merger or consolidation of WILLAM, INC. with any other corporation, or to sell, lease, encumber or convey all or substantially all of the assets of WILLAM, INC., or to voluntarily dissolve, liquidate or wind up its affairs.

ARTICLES XI SHAREHOLDERS AGREEMENTS

Notwithstanding the provisions of these Articles of Incorporation, the shareholders of WILLAM, INC. and the Corporation shall have the power to enter into an agreement or agreements which relate to any phase of the affairs of WILLAM, INC. The provisions of said agreement may include, but shall not be limited to, the following:

- A. The voting of shares in WILLAM, INC., and the procedure by which shares in the Corporation are to be voted, including the naming of the persons to be elected Directors and/or Officers of the Corporation.
- B. The limitation of the business affairs of WILLAM, INC. or its purposes and powers to specified activities or enterprises.
- C. The management of the business affairs of WILLAM, INC. and the division of the profits of the Corporation.
- D. Restrictions on the transfer of shares of stock in WILLAM, INC.
- E. The right and power of WILLAM, INC. or the shareholders of the Corporation to purchase the stock of any shareholder upon the proposed sale or other transfer of said stock, the retirement, death, disability, or insolvency of a shareholder, or any other agreed upon event.
- F. Modification of the provisions of Article X or the establishment of procedures by which changes in corporate form shall be effected.

Said Agreement(s) shall be in writing and shall be executed by the shareholders to be bound thereby. WILLAM, INC. is hereby empowered to become a party to any such Agreement and shall be bound by the provisions thereof if a party. Said Agreement(s), if executed by all of the shareholders and the Corporation, shall control any conflicting provisions of Statute, these Articles of Incorporation, the Bylaws of the Corporation, and any prior agreement among the parties thereto.

EXECUTED by the undersigned Incorporator on this 9th day of May, 1996.

PETER MIDDLETON

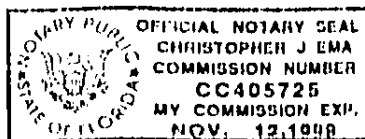
STATE OF FLORIDA)
)
COUNTY OF)

BEFORE ME, the undersigned authority, personally appeared PETER MIDDLETON, to me well known or who produced his Personally Known as identification and known to me to be the Incorporator of WILLAM, INC., and he acknowledged to and before me that he executed the foregoing Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal in the State and County aforesaid this 9th day of May, 1996.

Notary Public

My Commission Expires:



I, PETER MIDDLETON, having been appointed Registered Agent of WILLAM, INC., do hereby agree to act in this capacity and to comply with the provisions of all statutes relative to the proper and complete performance of my duties this 9th day of MAY, 1996.


PETER MIDDLETON

FILED
MAY 13 PM 5:53
TALLAHASSEE
FLORIDA

City/State/Zip Phone #

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	
	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

FILED
SECRETARY
DIVISION
95 AUG -1 AM 10:49

AUG - 8 1996

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 26, 1996

LAWRENCE HARRISON
6303 W. COMMERCIAL BLVD.
TAMARAC, FL 33321

SUBJECT: WILLAM, INC.
Ref. Number: P96000042856

We have received your document for WILLAM, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$35.00.

If you have any questions concerning this matter, please either respond in writing or call (904) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 196A00036015

STATEMENT OF CHANGE OF REGISTERED OFFICE
AND REGISTERED AGENT

TO: The Department of State
Tallahassee, Florida 32304

64-0111-1 11111111
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Pursuant to the provisions of Section 607.034 and 607.037 of the Florida General Corporation Act, 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.

1. The name of the Corporation is Willam, Inc.
2. The address of its present registered agent is: 1502 N.W. 111th Avenue, Coral Springs, Florida 33071.
3. The address to which its registered agent is to be changed is:
6303 W. Commercial Blvd., Tamarac, Florida 33321.
4. The name of its present registered agent is: Peter Middleton.
5. The name of its successor registered agent is: Lawrence Harrison.
6. The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.
7. The present registered office is 1502 N.W. 111th Avenue, Coral Springs, Florida 33071.
8. The address to which its registered office is to be changed to is 6303 W. Commercial Blvd., Tamarac, Florida 33321.
9. Such change was authorized by resolution duly adopted by its Board of

Directors

Dated June 14, 1996.

WILLAM, INC.

BY: [Signature]

LAWRENCE HARRISON
President

Attest:

[Signature]
LAWRENCE HARRISON
Secretary

Dated: June 14, 1996.

ACCEPTANCE

I, LAWRENCE HARRISON having been appointed Registered Agent of Willam, inc.
do hereby agree to act in this capacity and to comply with the provisions of all the Statutes
relative to the proper and complete performance of my duties this 14 day of
JUNE, 1996.

[Signature]
LAWRENCE HARRISON