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FILED  
JUN 7 1996  
STATE  
TALLAHASSEE, FLORIDA

JUN 7 1996 BSB

# **ARTICLES OF INCORPORATION OF SECURITY INDUSTRY PRODUCTS CORPORATION**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

## **ARTICLE I**

The name of this corporation shall be:

**SECURITY INDUSTRY PRODUCTS CORPORATION**

## **ARTICLE II**

The general nature of the business and the object and purposes to be transacted and carried on are to do any and all the things herein named and mentioned, as fully and to the same extent as a natural persons might or could do, viz:

To engage in and carry on any business activities permitted under the laws of the United States of America and the State of Florida.

To purchase, lease or otherwise acquire and hold lands, buildings and tenements for the offices and premises of the corporation and to lease, mortgage and convey such real estate in such manner as may appear for the best interests of the corporation.

Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.

Adopt and use a common corporate seal and alter the same.

Appoint such officers and agents as its affairs shall require and allow them suitable compensation.

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Adopt, change, amend and repeal by-laws, not inconsistent with law or its certificate of incorporation, for the exercise of its corporate powers, the management, regulation and government of its affairs and property, the transfer on its records of its stock or other evidence of interest or membership and the calling and holding of meetings of its stockholders.

Make and enter into all contracts necessary and proper for the conduct of its business.

Conduct business, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, and buy, hold, mortgage, sell, convey or otherwise dispose of franchises in this state and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia and in foreign countries. Purchase the corporate assets of any other corporation and engage the same character of business. Acquire, enjoy and utilize and dispose of patents, copyrights and trademarks and any licenses or other rights or interests thereunder or therein. Take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

Guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock, or any bonds, securities or other evidences of indebtedness created by any other corporation of this state or any other corporation of this state or any other state or government: while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock. Purchase, hold, sell and transfer shares of its own capital stock, provided that it shall not purchase any of its own capital stock except from the surplus of its assets over its liabilities including capital. Shares of its own capital stock owned by the corporation shall not be voted, directly or indirectly, or counted as outstanding for the purpose of any stockholders' quorum or vote.

Do all and everything necessary and proper for the accomplishment of the objects enumerated in this certificate of incorporation or necessary or incidental to the benefit and protection of the corporation, and to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects enumerated in its certificate of incorporation or any amendments thereof.

Contract debts and borrow money at such rates of interest not to exceed the lawful interest rate and upon such terms as it or its Board of Directors may deem necessary or expedient and shall authorize or agree upon, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, whether secured or unsecured, and execute such mortgages or other instruments upon encumbering its property or credit to secure the payment of money borrowed or owing by it, as such occasion may require and the Board of Directors deem expedient.

Make gifts for religious, educational, scientific or charitable purposes.

#### ARTICLE III

The maximum number of shares of stock of this corporation authorized to be outstanding at any one time shall be TEN THOUSAND shares of common stock of the par value of ONE DOLLAR each. The consideration to be paid for each share shall be fixed by the Board of Directors.

#### ARTICLE IV

This corporation shall begin business with a capital of not less than One thousand dollars.

#### ARTICLE V

The corporation shall have perpetual existence.

#### ARTICLE VI

The principal place of business of this corporation shall be located in the County of Martin, State of Florida, with a post office address at 799 N.E. Dixie Highway, Rio, Florida 34957, or other such places within or without the State of Florida as the Board of Directors shall, by appropriate action hereafter, from time to time determine.

#### ARTICLE VII

A. The business of this corporation shall be conducted and managed by its Board of Directors, and such Board of Directors shall consist of one (1) or more members as determined from time to time by the majority of the corporate stockholders. A majority of the first Board of Directors named below shall have the power to approve and to adopt the by-laws of this corporation until their successors are elected or appointed.

B. The qualifications, time and place of election and term of office of each director shall be as provided for in the by-laws of the corporation.

C. The officers of this corporation may consist of a president, vice-president, a secretary and treasurer, and such other officers and agents as may be provided for by the by-laws of this corporation, who shall be chosen, serve for such term, and have such duties as may prescribed by such by-laws.

D. A director may be removed with or without cause at any annual or special meeting of stockholders only upon affirmative vote of stockholders of fifty-one (51%) percent of stock present and voting.

#### ARTICLE VIII

The names and post office addresses of the members of the first Board of Directors who, unless otherwise provided by the by-laws of this corporation, shall hold office and manage the corporation for the first year of existence of the corporation, or until their successors are elected or appointed and have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
JOHN B. ROBERTS III	799 NE DIXIE HIGHWAY, Rio, FL 34957

#### ARTICLE IX

The name and post office address of the subscriber of these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
JOHN B. ROBERTS III	799 NE DIXIE HIGHWAY, Rio, FL 34957

#### ARTICLE X

In the event that the corporation enters into contracts or transacts business with one or more of its directors, or with any firm of which one or more of its directors are members or employees, or with any other corporation or association of which one or more of its directors, officers or employees, such contract shall not be invalidated or in any way affected by the fact that such director or directors have or may have interests therein which might be adverse to the interests of the corporation, even though the vote of the director or directors having such adverse interests shall have been necessary to obligate the corporation upon such contract or obligation; provided, however, that in any such case, the fact of such interest shall be disclosed to the other directors or shareholders acting upon or in reference to such contract or transaction. No director or directors having disclosed adverse interests shall be liable to the corporation or to any shareholder or creditor thereof or to any other person for any loss incurred by it under or by reason of any such contract or transaction, nor shall any such director or directors be accountable for any gains or profits realized thereon. Provided, also, that such contract or transaction shall, at the time at which it was entered into, have been a reasonable one to have been entered into and shall have been, upon terms that, at the time, were fair.

#### ARTICLE XI

Each director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all costs and expenses reasonably incurred or imposed upon them in connection with or arising out of any claim, demand, action, suit or proceedings in which they may be involved or to which they may be made a party by reason of their being or having been a director or an officer of the corporation (said expenses to include attorneys' fees and the costs of reasonable settlements made with a view towards curtailment of costs) even if they are finally shall be adjudged in any such action, suit, or proceedings to have been derelict in the performance of their duty, as such officer or director. Such right of indemnification shall be exclusive of any other rights to which a director or an officer may be entitled under any regulations, agreements, vote of stockholders or to which he may be entitled as a matter of law and the rights of indemnification shall inure to the benefit of the heirs, executors and administrators of any such director or officer.

#### ARTICLE XII

A director shall not be liable for dividends illegally declared, distributions illegally made to stockholders or any other action taken by reliance in good faith upon the financial statements of the corporation represented to them to be correct by an officer having charge of its books of account or a financial statement certified by a Certified Public Accountant to fairly reflect the financial condition of the corporation; nor shall they be liable if, in good faith in determining the amount available for dividends or distribution, they consider the assets to be of their book value.

#### ARTICLE XIII

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 stockholders, and approved by a stockholders meeting by fifty-one (51%) percent of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be adopted.

#### ARTICLE XIV

Any action that may be taken at a meeting of the shareholders of this corporation may be taken without a meeting, if consent in writing setting forth the action shall be signed by all, but not less than all of the shareholders of the corporation entitled to vote on the action and shall be filed by the secretary of the corporation. This consent shall have the same effect as a unanimous vote at a shareholders meeting. If all of the directors, severally or collectively, likewise, consent in writing to any action taken or to be taken by the corporation, and the writing or writings evidencing their consent are filed with the secretary of the corporation, the action shall be valid as though it has been authorized at a meeting of the Board of Directors.

ARTICLE XV

IN PURSUANCE WITH THE APPLICABLE LAW, THE FOLLOWING IS SUBMITTED:

That the herein named corporation desiring to organize under the laws of the State of Florida with its principal business office, as indicated in the Articles of Incorporation, has named as its agent for service of process within the state:

JOHN B. ROBERTS III  
799 NE Dixie Highway  
Rio, Florida 33957

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping said office open.

  
John B. Roberts III  
Registered Residential Agent

IN WITNESS WHEREOF, the subscriber hereto has hereunto set his hand and seal this 20th day of May, 1996.

  
John B. Roberts III  
First Stockholder

STATE OF FLORIDA

SS:

COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared JOHN B. ROBERTS III, to me well known to be the person described in, and who executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal in the State and County aforesaid this 20th day of May, 1996.



  
Notary Public