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TRANSMITTAL LETTER

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

400001916494
-08/08/96--01039--016
*****70.00 *****70.00

SUBJECT:

Tepas Electric, Inc.
(proposed corporate name)

Enclosed is an original and one (1) copy of the articles of incorporation and our check for \$ 70.00.

FROM:

Paul Edmund Tepas
Name (printed or typed)
711 North O Street
Address
Lake Wales Florida 33460
City, State, & Zip
(561) 585-8715
Telephone Number

AUG 13 1996

BSB

FILED
96 AUG -8 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Note: Please provide the original and one copy of the Articles.

FILED

96 AUG -8 AM 9:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

TePas Electric, Inc.

The undersigned incorporator or incorporators, as the case may be, of this corporation for pecuniary profit under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE I

NAME OF CORPORATION

Section 1.1. Name. The name of the corporation shall be **TePas Electric, Inc.**

ARTICLE II

PRINCIPAL PLACE OF BUSINESS, DURATION AND COMMENCEMENT

Section 2.1. Principal office and Place of Business. The principal office of the corporation shall be located at 711 North O. Street Lakeworth, Fl. 33460. The principal place of business of the corporation shall be at 711 North O. Street Lakeworth, Fl. 33460. The corporation may change the location of the foregoing offices at the past office address, transact business at other places within or without the State of Florida and establish branch offices within or without the State of Florida, all as the Board of Directors may from time to time determine.

Section 2.2. Duration. The corporation shall have perpetual existence, or until dissolved according to law.

Section 2.3. Commencement of Corporate Existence. The corporation's existence shall commence on the date of filing hereof by the Department of State.

ARTICLE III

NUMBER OF SHARES, PURPOSE AND POWERS

Section 3.1. Number and Par. The aggregate number of shares of stock which the corporation shall be authorized to issue and have outstanding at any one time shall be limited to 5,000 shares at \$.10 par value.

Section 3.2. One Class. The shares of stock authorized hereunder shall not be divided into classes and shall consist of one class only.

Section 3.3. Consideration. The consideration for the issuance of said shares, or any part thereof, shall be money current of the United States of America, or property or services of value at least equivalent to the stock issued as fixed and determined by the Board of Directors of said corporation. Whenever any share or shares of stock are issued in consideration of payment to be made in property or in services, the fair and just value of the property to be transferred or the services performed as a consideration for the issuance of said stock shall be affixed by the Board of Directors of the corporation. Any and all shares of stock of the corporation which shall be issued for the consideration, or for not less than the consideration in cash, property, or services, shall be fully paid and nonassessable.

Section 3.4. Preemptive Rights. The shareholders of the corporation shall have preemptive rights to purchase, upon prices, terms and conditions fixed by the Board of Directors, such of the shares of the stock of the corporation as may be issued for or any property or services from time to time. The preemptive right of any shareholder shall be determined by the ratio of the authorized and issued shares of stock held by the shareholder to all shares of stock currently authorized and issued.

Section 3.5. Plurality Voting. The shareholders of the corporation shall not be entitled to vote their shares cumulatively in elections for the Board of Directors.

Section 3.6. Purpose. The purpose for which the corporation is organized shall be to provide a consulting, marketing, sales and installation company in general, to charge fees for consultation, to buy and sell products and services, and to do everything necessary, or convenient for the accomplishment of said purpose, and to do all other things incidental thereto or connected therewith that are not prohibited by law, and to carry out said purpose in any state, territory, district or possession of the United States or in any foreign country, to the extent not prohibited by law therein. The purpose shall include the transaction of any or all lawful business for which a corporation may be incorporated under the laws of the State of Florida.

Section 3.7. Powers. The corporation shall have and exercise the following powers:

- (a) To have perpetual succession by the corporate name unless a limited period of duration is stated the Articles of Incorporation.
- (b) To sue and be sued, complain, and defend in the corporate name in all actions or proceedings.
- (c) To have a corporate seal, which may be altered at pleasure, and to use the same causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- (f) To lend money to, and to use the credit of the corporation to assist the officers and employees.
- (g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligation of the United States or of any other government, state, territory, governmental and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligation of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.
- (h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.
- (i) To lend money for the corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (j) To conduct the business of the corporation, carry on its operations, and have offices and exercise the powers granted by law within or without this state.
- (k) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.
- (l) To make and alter Bylaws, not inconsistent with the Articles of Incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.
- (m) To make donations for the public welfare or for the charitable, scientific, or educational purposes.
- (n) To transact any lawful business which this Board of Directors shall find will be in aid of governmental policy.
- (o) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans, and other incentive and compensation plans for any or all of the directors, officers, and employees and for any or all of the directors, officers and employees of the corporation's subsidiaries.
- (p) To provide insurance for the corporation's benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of stock owned by such shareholder or by the spouse or children of such shareholder.
- (q) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise.
- (r) To have and exercise all powers necessary or convenient to effect the corporation's purposes

ARTICLE IV

REGISTERED AGENT & OFFICE

Section 4.1. Registered Agent and Office. The Registered Agent for the corporation to accept service of process within the State of Florida shall be Paul Edmond TePas. The street address of the Registered Agent, which shall be the Registered Office, shall be 711 North O. Steet Lakeworth Sarasota, Fl. 33460.

ARTICLE V

GENERAL

Section 5.1. Amendment. The Articles of Incorporation may be amended from time to time by resolution of the Board of Directors or by meeting of the shareholders pursuant to the procedures for amendment established under the Florida General Business Corporation Act. The procedural formalities may be dispensed with, however, upon the written consent of all shareholders and all directors.

Section 5.2. Organization Meeting of Directors. After the corporate existence begins, an organization meeting of directors named herein shall be held, at the call of a majority, to adopt Bylaws, elect officers, and transact other necessary business. The directors calling the meeting shall give 3 days written notice of the time and place of the meeting to each director.

Section 5.3. Directors. The number of directors constituting the initial Board of Directors shall be two. Said number may be increased or decreased but not below one from time to time in accordance with the Bylaws of the corporation. The name and address of the initial member of the Board of Directors need not be a resident of the State of Florida and who shall hold office for the first year of the corporation's existence, or until a successor or successors are duly elected and qualified, or until removal or death, are as follows:

NAME

Paul Edmund TePas
Donna C. TePas

ADDRESS

711 North O. Steet
Lakeworth, Fl. 34232

Section 5.4. Incorporator. The name and address of the incorporator executing these Articles of Incorporation are as follows:

NAME

Paul Edmund TePas
Donna C. TePas

ADDRESS

711 North O. Street
Lakeworth, Fl. 33460

IN WITNESS WHEREOF, the undersigned executed these Articles of Incorporation this 5th
day of August, 1996


Paul Edmund TePas & Donna C. TePas

Short-Form Acknowledgment Certificate
Individual On His/Her Own Behalf
FS 695.25 (1)

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 5 Day of August 1996 by
Paul Tebas (name of person acknowledging), ~~who is personally known to me~~ or
has produced _____ (type of identification) as identification and who did (did
not) take an oath.

[Signature] (Signature of person Taking Acknowledgment)

Roddy J. Szladek (Name of Acknowledger, Typed, Printed or Stamped)

(Title or Rank)



RODDY J SZLADEK
My Commission CC581 (Serial # if any)
Expires Jun 17, 2000

(NOTARY'S SEAL)

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

Pursuant to the provisions of sections 607.0501 or 617.0501, 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: Texas Electric, Inc.

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

Paul Edmund Texas
(NAME)

711 North "O" Street
(P.O. BOX NOT ACCEPTABLE)

Lakewood Florida 33460
(CITY/STATE/ZIP)

FILED
AUG - 8 1996
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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

Paul E. Texas

DATE

8/5/96