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# CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME \_\_\_\_\_

FIRM \_\_\_\_\_

ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

RECEIVED  
96 AUG 19 AM 10:28  
DIVISION OF CORPORATION

RE: STRUCTURAL RESTORATION  
AND WATERPROOFING, INC.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
_____ Corp. Record Search		
_____ Ltd. Partnership File		
_____ Foreign Corp. File		
<input checked="" type="checkbox"/> ( ) Cert. Copy(s) <u>4440</u>		
_____ Art. of Amend. File		
_____ Dissolution/Withdrawal		
_____ C U S -		
_____ Fictitious Name File		
_____ Name Reservation		
_____ Annual Report/Reinstatement		
_____ Reg. Agent Service		
_____ Document Filing		
_____ Corporate Kill		
_____ Vehicle Search		
_____ Driving Record		
_____ Document Retrieval		
_____ UCC 1 or 3 File		
_____ UCC 11 Search		
_____ UCC 11 Retrieval		
_____ File No.'s, _____ Copies		
_____ Courier Service		
_____ Shipping/Handling		
_____ Phone ( )		
_____ Top Priority		
_____ Express Mail Prop.		
_____ FAX ( ) pgs.		
<b>SUBTOTALS</b>		

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
_____	\$ _____

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE <u>8/16</u>	_____	_____	_____
TIME <u>10:10</u>	_____	_____	CK No. _____
BY <u>Bar</u>	_____	_____	_____

WALK-IN  
Will Pick Up \_\_\_\_\_

Please remit invoice number with payment  
TERMS: NET 10 DAYS FROM INVOICE DATE  
1 1/2% per month on Past Due Amounts  
Past 30 Days, 18% per Annum.

THANK YOU  
from  
Your Capital Connection

ARTICLES OF INCORPORATION  
OF  
STRUCTURAL RESTORATION AND WATERPROOFING, INC.

**ARTICLE I. NAME**

The name of this corporation is Structural Restoration and Waterproofing, Inc.

**ARTICLE II. DURATION**

This corporation shall exist perpetually.

**ARTICLE III. PURPOSE**

The purpose of this corporation is to engage in all lawful business under the Florida General Corporation Act.

In connection with said business, this corporation shall have the following powers, which shall not be deemed to exclude those other corporation powers granted by law.

To contract debts, borrow money and issue and sell or pledge notes and other evidences of indebtedness, and execute such mortgages, transfer of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To conduct business in, have one or more offices in, and hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copy rights, trademarks, and licenses in the State of Florida, and in all other states and countries.

To purchase, hold, sell and transfer shares of its own capital stock, provided that the corporation shall purchase none of its own capital stock, except from the surplus of its assets

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over its liabilities, including capital, and 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.

#### **ARTICLE IV. CAPITAL STOCK**

This corporation is authorized to issue 100 shares of \$1.00 par value common stock, which stock shall be designated as "Common shares".

#### **ARTICLE V. VOTING RIGHTS**

Except as otherwise provided by law, the entire voting powers for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

#### **ARTICLE VI. INITIAL REGISTERED AGENT AND OFFICE**

The street address of the initial registered office of this corporation is 126 E. Olympia Avenue, Suite 304, Punta Gorda, FL 33950. The initial registered agent at that address is Kevin C. Shirley. The principle place of business for the corporation is 29310 Taralane Drive, Punta Gorda, FL 33982. The mailing address for the corporation is 29310 Taralane Drive, Punta Gorda, FL 33982.

#### **ARTICLE VII. INITIAL OFFICERS**

The initial officers of this corporation and their addresses are as set forth below. Said officers shall serve until such time as their successors are elected and qualified.

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Kirt Keesling	President	29310 Taralane Drive Punta Gorda, FL 33982

Richard W. Arnold	Vice President	P.O. Box 1486 Punta Gorda, FL 33957
Kirt Keesling	Secretary	29310 Taralane Drive Punta Gorda, FL 33982
Richard W. Arnold	Treasurer	P.O. Box 1486 Punta Gorda, FL 33957

#### ARTICLE VIII. INITIAL DIRECTORS.

This corporation shall have two (2) directors initially who shall serve until their successor is elected and qualified. The number of directors may be increased from time to time by the By-Laws but shall not be less than two (2). The names and addresses of the initial directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Richard W. Arnold	P.O. Box 1486 Sanibel Island, FL 33957
Kirt Keesling	29310 Taralane Drive Punta Gorda, FL 33957

#### ARTICLE IX. INCORPORATORS

The names and addresses of the persons signing these articles are:

<u>NAME</u>	<u>ADDRESS</u>
Kirt Keesling	29310 Taralane Drive Sanibel Island, FL 33957

#### ARTICLE X. BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

#### ARTICLE XI. RESTRICTION ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons in the amount set forth

next to their name:

Richard W. Arnold                      50%

Kirt Keesling                          50%

Shares held by the initial shareholders above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders of this corporation. The price and terms of which and the time within which such shares may be offered and sold shall be further specified in written agreement among all of the shareholders and this corporation.

#### **ARTICLE XII. CUMULATIVE VOTING**

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principal among any number of such candidates.

#### **ARTICLE XIII. SHAREHOLDERS MEETING REQUIRED**

A shareholders meeting may be called by any shareholder upon thirty (30) days written notice thereof actually delivered upon all other shareholders.

#### **ARTICLE XIV. MANAGEMENT OF CORPORATION BY SHAREHOLDERS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

**ARTICLE XV. AMENDMENTS**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 15<sup>th</sup> day of

August 1996.

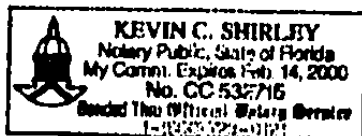
  
KIRT KEESLING

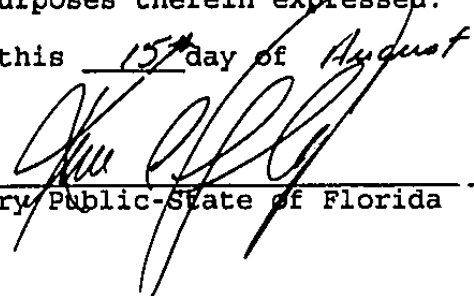
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CLERK OF CIRCUIT COURT  
JULIA S. CULLEN

STATE OF FLORIDA  
COUNTY OF CHARLOTTE

BEFORE ME, the undersigned officer, personally appeared Kirt Keesling to me known and known by me to be the persons described in and who executed the foregoing Articles of Incorporation, and did so for the purposes therein expressed.

WITNESS my hand and seal this 15<sup>th</sup> day of August 1996.



  
Notary Public-State of Florida

**ACCEPTANCE OF DESIGNATION AS  
REGISTERED AGENT**

I, Kevin C. Shirley, the undersigned hereby accept designation as registered agent of Structural Restoration and Waterproofing, Inc.

Dated this 10<sup>th</sup> day of August 1996.

  
KEVIN C. SHIRLEY