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August 29, 1996

Department of State
Corporate Records Bureau
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32301

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RE: KELLY POOLS REPAIR AND SERVICE, INC.
(New Corporation)
My File No.: 96-795

Dear Sir:

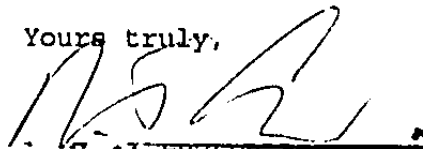
Enclosed please find the original and one (1) copy of the Articles of Incorporation for the above-named prospective corporation, along with my check to cover the following:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Designation	<u>35.00</u>
	\$122.50

Please return one certified copy of the Articles to this office.

If you have any questions, please do not hesitate to call.

Yours truly,



ATCIII/mss
Enclosures
cc:

SEP 4 1996
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9.5.96
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ARTICLES OF INCORPORATION
OF
KELLY POOLS REPAIR AND SERVICE, INC.

FILED
1983-03-21 2:01
CLERK
TALLAHASSEE, FLORIDA

The undersigned, being the sole incorporator to these Articles of Incorporation, competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of the Corporation is **KELLY POOLS REPAIR AND SERVICE, INC.**

ARTICLE II
DURATION

This corporation shall have perpetual existence, which existence shall commence upon the time of filing and continue until terminated by unanimous agreement of the members.

ARTICLE III
PURPOSES

A. To engage in the business of repairing and servicing swimming pools.

B. This corporation is also organized to include the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as presently enacted and as it may be amended from time to time.

ARTICLE IV
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock, having par value of \$1.00 per share.

ARTICLE V
PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights such that each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for a pro rata portion of:

(1) Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the articles of incorporation as originally filed or by any amendment of the articles of incorporation or out of shares of stock of the corporation acquired by it after issuance and whether issued for cash, promissory notes, services, property, or other securities of the corporation; or

(2) Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

ARTICLE VI
REGISTERED AND PRINCIPAL OFFICE OF CORPORATION;
MAILING ADDRESS OF CORPORATION; AND
REGISTERED AGENT OF CORPORATION

The street address of the initial registered and principal office this corporation is: 36 Tropic Boulevard, West, Suite 2, Largo, Florida 33770, and the mailing address is: P. O. Box 70, Indian Rocks Beach, Florida 33785.

The name and address of the registered agent of this corporation are: Joseph E. Scott, 36 Tropic Boulevard West, Suite 2, Largo, Florida 33770.

ARTICLE VII
INCORPORATOR

The name and address of the person signing these Articles are: Joseph E. Scott, 36 Tropic Boulevard West, Suite 2, Largo, Florida 33770.

The incorporator certifies that the proceeds of the stock subscribed for will not be less than the amount of capital with which the corporation shall begin business as is set forth herein.

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

Initially, this corporation shall not have more than three (3) directors and no less than one (1) director. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1).

The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Joseph E. Scott	36 Tropic Boulevard West Suite 2 Largo, FL 33770
Michael E. Kelly and	709 Harbor Drive Belleair Beach, FL 33786
Sandra L. Kelly	709 Harbor Drive Belleair Beach, FL 33786

ARTICLE IX
OPERATIONS
RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amount set opposite his or her name:

<u>NAME</u>	<u>NUMBER OF SHARES</u>
Joseph E. Scott	75
Michael E. Kelly and Sandra L. Kelly, as Tenants by the Entireties	25

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

ARTICLE X
SPECIAL PROVISION - "S" CORPORATION

It is the intent of the incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code, and that the corporation will file as an "S" corporation.

ARTICLE XI
BYLAWS OR STOCKHOLDERS AGREEMENT

By stockholders agreement or bylaws, the corporation may restrict the transfer or encumbrance of any and all of its stock,

including, but not limited to, provisions for the transfer of the stock owned by retiring, disabled or deceased stockholder, or any stockholder required to sever financial interest in the corporation. The bylaws may be repealed or amended, and new bylaws may be adopted, by either the Board of Directors or the stockholders, but the Board of Directors may not amend or repeal any bylaw adopted by the stockholders if the stockholders specifically provide such bylaw not subject to amendment or repeal by the directors.

ARTICLE XII AMENDMENT

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 at a stockholder's meeting by a majority 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 made.

ARTICLE XIII MANAGEMENT OF CORPORATION BY SHAREHOLDERS

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 13th day of August, 1996.



JOSEPH E. SCOTT, Incorporator

STATE OF Georgia)
COUNTY OF Muscogee)

BEFORE ME, a Notary Public authorized to take acknowledgments in the County and State set forth above, personally appeared JOSEPH E. SCOTT, (check one) ☒ who is personally known to me, or ☐ who produced as identification _____ and to me known to be the person described in and who executed the foregoing

Articles of Incorporation, and who acknowledged before me that he executed same, for the purposes expressed therein.

13th SWORN TO AND SUBSCRIBED before me in my presence this day of AUGUST, 1996.


NOTARY PUBLIC

Print Notary Name:

My Commission expires:

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named to accept service of process for the above named corporation, KELLY POOLS SERVICE AND REPAIRS, INC., at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of the laws of the State of Florida.

Dated this 13th day of AUGUST, 1996.


JOSEPH E. SCOTT

FILED
55 SEP -3 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA