

P96000079965

TRANSMITTAL LETTER

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

SUBJECT: ROYAL DUTCH & AMERICAN TRADING Co. INC.  
(Proposed corporate name - must include suffix)

600001956386  
-09/25/96--01055--013  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

\$70.00  
Filing Fee

\$78.75  
Filing Fee  
& Certificate

\$122.50  
Filing Fee  
& Certified Copy

\$131.25  
Filing Fee,  
Certified Copy  
& Certificate

Additional Copy Required

FROM:

PETRONELLA C. BATTERSON  
Name (printed or typed)

787 MAULARD DR  
Address

SANFORD, FL. 32771  
City, State & Zip

407-321-0171  
Daytime Telephone number

FILED  
96 SEP 25 PM 1:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

9.26.96  
KR

Articles Of Incorporation  
Of  
Royal Dutch & American Trading Co. Inc.

FILED  
96 SEP 25 PM 1:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being of legal age, hereby forms the following corporation under the laws of the State of Florida, authorizing the formation of corporations.

Article I

The name of the corporation shall be:

Royal Dutch & American Trading Co. Inc.

Article II

Nature of Business

The general nature of the business to be transacted by the corporation and its objects and powers shall be to engage in any activity or business permitted under the laws of the United States and the State of Florida.

Article III

Capital Stock

The amount of shares of stock this corporation is authorized to have outstanding at any one time shall be 100 shares of common stock, par value \$10.00 per share. The consideration to be paid for each share shall be fixed by the board of directors.

Article IV

Term of Existence

This corporation shall have perpetual existence.

Article V

Initial Registered Agent and Office

The initial registered agent of this corporation, and the street address of the initial registered office, and corporation are one and the same, and is as follows:

Petronella C. Batterson  
787 Mallard Dr.  
Sanford, Fl. 32771

Article VI

Directors and Officers

1. The business of this corporation shall be conducted by its board of directors, and the board of directors shall consist of not more than seven members, but not less than one. A majority of the first board of directors named below shall have the power to approve and adopt the by-laws of this corporation.

2. A director may be removed at any annual or special meeting of stockholders only upon there being present a sufficient number of stockholders to constitute the ownership of a majority of the stock of the corporation
3. The qualifications, time and place of election and term of office of each director shall be provided for in the by-laws of the corporation.

**Article VII  
Initial Directors**

The names and street address of the members of the first board of directors, who unless otherwise provided by the by-laws of the corporation, shall hold office and manage the corporation, for the first year of the corporation, or until their successors are elected or appointed and have qualified, are as follows

Michael R. Batterson  
787 Mallard Dr.  
Sanford, Fl. 32771

Jacques Hoppenbrouwer  
Lijsterstraat 57  
2025VB Haarlem  
The Netherlands

**Article VIII  
Incorporator**

The name and street address of the incorporator to the articles of incorporation is as follows:

Petronella C. Batterson  
787 Mallard Dr.  
Sanford, Fl. 32771

**Article IX  
Inter-company Contracts**

No contract or other transaction of the corporation shall be valid if Directors have a said interest in company, individual, or affiliate in any capacity, to the company doing business with. Approval of such a transaction must be granted with full approval of board of directors.

**Article X  
Stockholders Agreement**

The corporation and its common stockholders, or the stockholders of the corporation among themselves, may enter into any agreement restricting the transferability, assignment, encumbrance or pledge of the stock of this corporation, whether voluntarily or involuntarily. Any such agreement may confer upon the corporation or the stockholders, or both, the option of first refusal or mandatory purchase in the event any stockholder desires to transfer, assign, encumber or pledge, his stock with or without consideration. Any such agreement may include such restrictions during the life time of any stockholder or upon the death or legal incompetence of any stockholder. Nothing contained in these articles of incorporation shall be construed as authorizing a transfer of such stock upon the books of the corporation in violation of any such agreement.

## Article XI

### Indemnification of Directors

A. The corporation shall indemnify any director made a party to any action, suit or proceeding by or in the right of the corporation to procure a judgment in its favor by reason of his or her being or having been a director or any officer of the corporation, or a director or officer of any corporation which he or she served as such at the request of the corporation, against the reasonable expenses, including but not limited to attorney's fees, actually incurred by him or her in connection with the defense or settlement of such action, suit or proceeding, or in connection with an appeal there in, except in relation to matters as to which such director may be adjudged to have been guilty of negligence or misconduct in the performance of his or her duty to the corporation.

B. The corporation shall indemnify any director made a party to any action, suit, or proceeding other than one by or in the right of the corporation to procure a judgment in its favor, whether civil or criminal, brought to impose a liability or penalty on such director for an act alleged to have been committed by such director in his or her capacity as director or as an officer of the corporation, or in the capacity of a director or officer of any other corporation which he or she served as such at the request of the corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including but not limited to attorney's fees actually and necessarily incurred as a result of such action, suit or proceeding, or any appeal therein, if such director acted in good faith in the reasonable belief that such action was in the best interest of the corporation, and in criminal actions or proceedings, without reasonable grounds for belief that such action was unlawful. The termination of any such civil or criminal action, suit or proceeding by judgment, settlement, conviction, or upon a plea of nolo contendere shall not in itself create a presumption that any director did not act in good faith in the reasonable belief that such action was in the best interests of the corporation or that he or she had reasonable grounds for belief that such action was unlawful.

## Article XII

### Directors Liability

No director shall be held liable or responsible for action taken by the board of directors acting under the provisions or in the manner authorized by these articles of incorporation or the by-laws. The defense of any legal, equitable or other action, suit or proceeding brought against a director, either individually or as a director, because or as a result of any action taken by the board of directors, shall be conducted by counsel for the corporation, unless the action, suit or proceeding is brought by or in behalf of the corporation. All costs and expenses of a director in connection with any such action, suit or proceeding not brought by or in behalf of the corporation, including but not limited to expenses incurred in the course of attending trials, conferences, depositions, hearings and meetings, shall be paid by the corporation, and in the event of a judgment or decree being rendered against the director, the corporation shall indemnify and save him harmless

## Article XIII

### Reimbursement of Directors

If any legal, equitable or other action, suit or proceeding brought by or in behalf of the corporation against a director, either individually or as a director, shall result in a judgment, decree or decision in favor of the director, the corporation shall be liable to and shall reimburse the director for all expenses and costs of the director in connection with such action, suit or proceeding, including but not limited to reasonable attorney's fees, court costs and expenses incurred in the course of attending trials, conferences, depositions, hearings and meetings.

#### Article XIV

##### Amendments

The power to adopt, alter, amend or repeal by-laws shall be vested in the board of directors and stockholders.

#### Article XV

##### Consent Without Meeting

Any action that may be taken at a meeting of the stockholders of the 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 stockholders 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 stockholders' 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 as valid as though it had been authorized at a meeting of the board.

#### Article XVI

##### Restrictions on Transfer of Stock

No stockholder shall transfer [voluntarily or involuntarily] or encumber any of his or her shares of capital stock of this corporation to any person, partnership, firm, association, trust, corporation, or other entity without the consent of the other stockholder [s] unless the stockholder desiring to make the transfer or encumbrance shall have first made the offer to sell upon the same terms and conditions to the remaining stockholders in proportion to their proportionate share of the issued stock and such offer shall not have been accepted after reasonable notice by any of the remaining stockholder [s], provided however, this restriction shall not apply to the transfer of any stock to a spouse of the existing stockholder.

The effective date of this corporation commences as of the date of acknowledgement and notarization.

The undersigned, being the original subscriber [s] and incorporators[s] of the corporation, have executed these articles of incorporation this 18 day of SEPTEMBER 1996

  
Jacques Hoppenbrouwer

  
Michael R. Batterson

  
Petronella C. Batterson

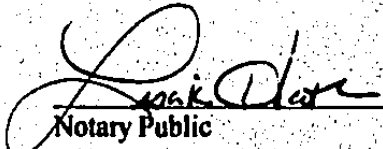
State of Florida  
County of Seminole

I hereby certify that on this day before me, a notary public duly authorized to take acknowledgment in the state and county aforesaid, personally appeared Petronella C. Batterson, to me well known to be the person who executed the foregoing articles of incorporation and acknowledge before me that she executed these articles of incorporation.

Witness my hand and official seal in the county and state last aforesaid this 18 day of September 1996

Print, type or stamp name of Notary Public  
Personally known  OR Produced I.D.   
Type and number of I.D. produced:

FLORIDA Drivers License

  
Notary Public  
Lisa K. Heath

My commission expires:  
December 5, 1997



LISA K HEATH  
My Commission CC334003  
Expires Dec. 05, 1997  
Bonded by AND  
800-652-8878

FILED  
96 SEP 25 PM 1:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA