

P 960000081854

NICKOLAS G. PETERSEN

ATTORNEY AT LAW  
12 OLD FERRY ROAD  
P.O. BOX 876  
SHALIMAR, FLORIDA  
32579

RESIDENCE TELEPHONE:  
904-862-1979

TELEPHONE: 904-651-0354  
FAX NUMBER: 651-5958

September 30, 1996

Honorable Sandra Barringer Mortham  
Secretary of State  
Division of Corporations  
The Capitol Building  
Post Office Box 6327  
Tallahassee, Florida 32314

800001961518  
-10/01/96--01147--007  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Articles of Incorporation of  
POWERLINE PRODUCTS, INC.

Dear Sirs:

Enclosed for filing are the original Articles of Incorporation of POWERLINE PRODUCTS, INC., together with a firm check in the amount of \$122.50. Also enclosed is a copy of the same to be certified and returned to this office.

Thanking you in advance for your cooperation in this matter, I remain

Sincerely,

*Missy Dycus*

Missy Dycus  
Legal Assistant to Nickolas G. Petersen

Enclosure as noted  
corp:filing,ltr

FILED  
DIVISION OF STATE  
CORPORATIONS  
96 OCT -1 PM 1:21

10/3/96

**ARTICLES OF INCORPORATION  
OF  
POWERLINE PRODUCTS, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 OCT -1 PM 1:21

The undersigned natural persons, at least eighteen (18) years of age, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation.

**ARTICLE I**

The name of this corporation is POWERLINE PRODUCTS, INC.

**ARTICLE II**

This corporation shall have perpetual existence unless sooner dissolved by law.

**ARTICLE III**

The purposes for which the corporation is organized are manufacturing, selling and consulting for the electricity supply industry, both national and international.

This corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

**ARTICLE IV**

This corporation is authorized to issue Seven Thousand Five Hundred (7500) shares, all of which shall be common shares with a par value of ONE DOLLAR (\$1.00).

#### **ARTICLE V**

If the holder of any share or shares of the stock of this corporation desires to dispose of the same or any part thereof, he shall not transfer or otherwise dispose of the same to any person unless and until he has first given the corporation the right to purchase said stock at book value or in the event the holder of said stock has a valid offer by a third party who is not a stockholder, then the corporation may purchase such stock provided the corporation is willing to pay same amount as Seller's best offer. Said notice shall be given in writing by the person desiring to dispose of such stock to the corporation and the corporation shall have fifteen (15) days in which to exercise its right to purchase. In the event that the corporation fails to exercise its right to purchase, such holder of any share or shares of the capital stock desiring to dispose of the same to any person unless and until he has first given the stockholders of the corporation the right to purchase the same as herein provided. The stockholder so desiring to dispose of all or any part of his stock shall give written notice of such desire to each of the other stockholders of the corporation at their addresses as shown on the books of the corporation, stating the number of shares he desires to sell. Each of the other stockholders shall be entitled to purchase an equal amount of the stock so offered for sale at book value unless there is a valid offer for the stock. In that event, the price shall be that of the valid offer. The stockholder shall then be entitled to purchase the stock provided the stockholder is willing to pay same amount as Seller's best offer within fifteen (15) days after the service of such notice upon the last stockholder to be served. In the event that one or more of the stockholders does not desire to purchase his share of the stock offered for sale, his or their right

to purchase shall inure to the benefit of the remaining other stockholders. In such notice to exercise their option to purchase the stock offered for sale, the other stockholders shall state the amount of such stock which they desire to purchase; and upon receipt of such notice of intention to purchase, the stockholder offering the stock for sale shall forthwith sell, assign, transfer and set over his share of stock to the stockholder or stockholders to whom the shares are so transferred in the proportionate amount requested by each, and the stockholders to whom the shares are so transferred shall at the same time pay to the Seller as and for the purchase price thereof all sums agreed to.

In the event that any one of the other stockholders desires to exercise his option to purchase as provided herein, such other stockholder shall have the right to purchase the entire amount of stock offered for sale. In the event that two of the other stockholders elect to purchase only a portion of the stock to which he is entitled, the remaining other stockholders shall have the right to purchase the balance of the stock to which he is entitled.

In the event that neither the corporation nor any of the stockholders elect to purchase such stock offered for sale, the holder thereof may sell and transfer the same within three (3) months from the date of giving such notice to such person at such price as he may see fit. Said person or persons acquiring the same shall in his or their turn, hold such stock again subject to all the terms and conditions herein contained. If such sale shall be made again without giving notice and offering to the corporation and the other stockholders as herein provided.

**ARTICLE VI**

The street address of the Initial registered office of this corporation shall be:

424 Pelham Road  
Fort Walton Beach, FL 32548

and the name of the Initial registered agent of this corporation at that address is:

Thomas J. Alderton

The principal place of business shall be located at 424 Pelham Road, Fort Walton Beach, Florida 32548.

**ARTICLE VII**

Any action of the stockholders of this corporation may be taken without a meeting if consent in writing, setting forth entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records. Such consent shall have the same force and effect as a unanimous vote of the stockholders.

**ARTICLE VIII**

The corporate existence shall commence on the filing date.

**ARTICLE IX**

The power to adopt, alter and amend or repeal the By-Laws shall be vested in the board of directors and the shareholders.

#### **ARTICLE X**

Members of the Board of Directors may participate in (special) meetings of the Board of Directors by means of conference telephone as provided by law, but (regular) meetings of the Board of Directors must be attended in fact in person by each director.

#### **ARTICLE XI**

The corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

#### **ARTICLE XII**

This corporation shall have two director(s) initially. The number of directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are as follows:

Thomas J. Alderton  
424 Pelham Road  
Fort Walton Beach, FL 32548

Earl Tough  
388 Johnson Avenue  
Cornwall, Ontario  
Canada K6K1G7

#### **ARTICLE XIII**

This corporation via the Board of Directors reserves the right to amend or repeal any provision(s) contained in these articles of incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

**ARTICLE XIV**

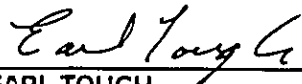
The names and addresses of the persons signing these Articles of Incorporation are as follows:

Thomas J. Alderton  
424 Pelham Road  
Fort Walton Beach, FL 32548

Earl Tough  
388 Johnson Avenue  
Cornwall, Ontario  
Canada K6K1G7

IN WITNESS WHEREOF, we have subscribed our names this 27<sup>th</sup> day of September, 1996.

  
\_\_\_\_\_  
THOMAS J. ALDERTON

  
\_\_\_\_\_  
EARL TOUGH

STATE OF FLORIDA  
COUNTY OF OKALOOSA

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized to take acknowledgements, personally appeared, THOMAS J. ALDERTON, to me personally known, and EARL TOUGH, after having produced Ontario D.L. T6791-18573-11221 as identification, to be the person(s) described as subscriber(s) in and who executed the foregoing Articles of Incorporation and they acknowledged to and before me that they subscribed the same for the purposes therein expressed.

WITNESS my hand and official seal this 27<sup>th</sup> day of September, 1996.

  
\_\_\_\_\_  
NOTARY PUBLIC  
My Commission Expires:

corp:powerline.art



NICKOLAS G. PETERSEN  
MY COMMISSION # CC454356 EXPIRES  
May 20, 1999  
BONDED THRU TROY FAIR INSURANCE, INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS  
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

06 OCT -1 PM 1:21

In pursuant of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST - That POWERLINE PRODUCTS, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at 424 Pelham Road, Okaloosa County, Fort Walton Beach, Florida, has named THOMAS J. ALDERTON, located at 424 Pelham Road, Fort Walton Beach, FL 32548 as its agent to accept service of process within this State.

**ACKNOWLEDGEMENT**

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 open said office.

  
THOMAS J. ALDERTON



P96000081854

NICKOLAS G. PETERSEN

ATTORNEY AT LAW  
12 OLD FERRY ROAD  
P.O. BOX 876  
SHALIMAR, FLORIDA  
32579

RESIDENCE TELEPHONE  
904-862-1979

TELEPHONE 904-651-0354  
FAX NUMBER 651-5958

October 9, 1997

Honorable Sandra Barringer Mortham  
Secretary of State  
Division of Corporations  
The Capitol Building  
Post Office Box 6327  
Tallahassee, Florida 32314

810102320508--3  
-10/15/97--01032--001  
\*\*\*\*\*70.00 \*\*\*\*\*35.00

Re: Corporate Name Changes:

- \* POWERLINE PRODUCTS, INC. to ALTO INDUSTRIES, INC.
- \*\* RIBE ELECTRICAL FITTINGS, INC. to POWERLINE PRODUCTS, INC.

Dear Sir/Madam:

Enclosed for filing are two original ARTICLES OF AMENDMENT (for name change), together with a firm check in the amount of \$70.00 (\$35.00 each). To avoid any confusion, please process the name change from Powerline Products, Inc. to Alto Industries, Inc. first.

Thanking you in advance for your cooperation in this matter, I remain

Sincerely,

*Missy Dycus*

Missy Dycus  
Legal Assistant to Nickolas G. Petersen

Enclosure as noted  
corp.namechang.1tr

*called 10/17*

FILED  
97 OCT 15 PM 1:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*MISSY* GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT *ADD "RIBE" to name*  
DATE *10-17*  
DOC. EXAM. *RGE*

*OK*  
*\$86*  
*10-17*

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
POWERLINE PRODUCTS, INC.**

\_\_\_\_\_  
(present name)

FILED  
91 OCT 15 PM 1:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:*

**FIRST:** Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

ARTICLE 1 is amended to read: The name of this corporation is  
ALTO Industries, Inc.

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

N/A

**THIRD:** The date of each amendment's adoption: October 1, 1997.

**FOURTH:** Adoption of Amendment(s) (check one)

- ☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups.

*The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_."  
(voting group)

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☒ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 57 day of October, 19 97.

Signature

*[Handwritten Signature]*

(By the Chairman or Vice Chairman of the Board of Directors,  
President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Tom Alderton

Typed or printed name

President / Secretary / INCORPORATOR

Title