

# 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 \$ \_\_\_\_\_

**EFFECTIVE DATE**  
**OCT - 4 1996**

REQUEST TAKEN CONFIRMED APPROVED

DATE \_\_\_\_\_

TIME \_\_\_\_\_ CK No. \_\_\_\_\_

BY Jim \_\_\_\_\_

WALK-IN Will Pick Up 10/7 12:00 AB 10/7

RE: SEE P Woodward  
Inc.

C.C. FEE.

DISBURSED

☒ Capital Express™  
☒ Art. of Inc. File \_\_\_\_\_  
\_\_\_\_\_  
☐ Corp. Record Search \_\_\_\_\_  
\_\_\_\_\_  
☐ Ltd. Partnership File \_\_\_\_\_  
\_\_\_\_\_  
☐ Foreign Corp. File \_\_\_\_\_  
☒ ( ) Cert. Copy(s) \_\_\_\_\_

\_\_\_\_\_  
☐ Art. of Amend. File \_\_\_\_\_  
\_\_\_\_\_  
☐ Dissolution/Withdrawal \_\_\_\_\_  
C U S- 000881966138  
10/07/96 01020 010  
☐ Fictitious Name File \*\*\*122 50 \*\*\*122 50

\_\_\_\_\_  
☐ Name Reservation \_\_\_\_\_  
\_\_\_\_\_  
☐ Annual Report/Reinstatement \_\_\_\_\_  
\_\_\_\_\_  
☐ Reg. Agent Service \_\_\_\_\_  
\_\_\_\_\_  
☐ Document Filing \_\_\_\_\_

\_\_\_\_\_  
☐ Corporate Kit \_\_\_\_\_  
\_\_\_\_\_  
☐ 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 Prep. \_\_\_\_\_  
\_\_\_\_\_  
☐ FAX ( ) \_\_\_\_\_ pgs. \_\_\_\_\_

SUBTOTALS \_\_\_\_\_

FEE.....

DISBURSED.....

SURCHARGE.....

TAX on corporate supplies.....

SUBTOTAL.....

PREPAID.....

BALANCE DUE.....

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

**EFFECTIVE DATE**  
**OCT - 4 1996**

**ARTICLES OF INCORPORATION**  
**OF**  
**S & P WOODWORKS, INC.**

**FILED**  
**96 OCT -7 PM 1:25**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

The undersigned subscribers to the articles of incorporation, SAM H. SPRUILL and MICHAEL DARROHN, who are natural persons competent to contract, hereby form a corporation under the laws of the State of Florida as follows:

**ARTICLE I**

**Name**

The name of this corporation is S & P WOODWORKS, INC. The mailing address of the corporation is: 2545 Ashton Road, Sarasota, FL 34241.

**ARTICLE II**

**Term of Existence**

The date when corporate existence shall commence shall be the date of subscription and acknowledgment of these articles and the corporation shall have perpetual existence thereafter.

**ARTICLE III**

**Nature of Business**

The corporation is organized to engage in any and all lawful businesses.

**ARTICLE IV**

**Powers**

The corporation shall have power:

(a) To have perpetual succession by its corporate name.

(b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.

(c) To have a corporate seal, which may be altered at pleasure, and to use the same by 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 an use its credit to assist its officers and employees to the full extent permitted by law.

(g) To purchase, take receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise use and deal in and with, shares or other interests in, or obligations or other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other municipality or of any instrumentality thereof.

(h) To make contracts and guaranties 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 its 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 its business, carry on its operations, and have offices and exercise the powers granted by this act 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 these articles of incorporation and 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 charitable scientific or educational purposes.

(n) To transact any lawful business which the board of directors shall find will be in aid of governmental policy.

(o) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of the directors, officers, and employees of its subsidiaries.

(p) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise.

(q) To have and exercise all powers necessary or convenient to affect its purposes.

## **ARTICLE V**

### **Capital Stock**

This corporation is authorized to issue ONE HUNDRED (100) shares of no par value common stock, which may be fractional shares. All stock, when issued, shall be fully paid and non-assessable.

## **ARTICLE VI**

### **Initial Registered Office and Agent**

The street address of the initial registered agent office of this corporation is 523 South Washington Blvd., Sarasota, Florida 34236 and the name of its initial registered agent at such an address is DAVID S. SIMON, ESQ.

## **ARTICLE VII**

### **Directors**

The corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by bylaws adopted by the board of directors, but any amendment to the bylaws which either increase or decrease the number of directors shall be ratified by holders of a majority of the outstanding shares of stock of the corporation, provided that the corporation shall always have at least one director. The name and street address of the initial directors of this corporation, who shall serve until their successors are duly elected and qualified, are:

#### **Name**

#### **Address**

SAM H. SPRUILL

2545 Ashton Road  
Sarasota, Florida 34231

MICHAEL DARROHN

2100 Bougainvillea Street  
Sarasota, Florida 34239

## **ARTICLE VIII**

### **Subscribers**

The name and street address of the incorporators signing these articles of incorporation are:

#### **Name**

#### **Address**

SAM H. SPRUILL

2545 Ashton Road  
Sarasota, Florida 34231

MICHAEL DARROHN

2100 Bougainvillea Street  
Sarasota, Florida 34239

## **ARTICLE IX**

### **Special Provisions**

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors of this corporation.

## **ARTICLE X**

### **Indemnification**

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

## **ARTICLE XI**

### **Preemptive Rights**

Each shareholder of the corporation shall be entitled to full preemptive rights to acquire his proportional part of any unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to acquire such shares, which may be issued at any time by the corporation.

## **ARTICLE XII**

### **Removal of Directors**

The shareholders of this corporation shall be entitled to remove any director from office at any time for any reason whatsoever, whether or not there is cause for removal.

## **ARTICLE XIII**

### **Amendment**

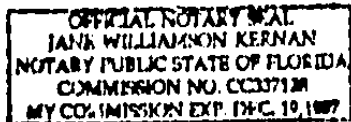
These articles of incorporation may be amended in the manner provided by law.

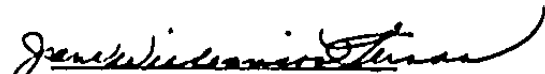
IN WITNESS WHEREOF, the undersigned subscriber has executed these  
articles of incorporation on 10.4.96, 1996.

  
SAM H. SPRUILL

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me on Oct 4, 1996  
by SAM H. SPRUILL.



  
Notary Public

JANE WILLIAMSON KERNAN  
Notary's print name

Personally Known \_\_\_\_\_ OR Produced Identification ☒

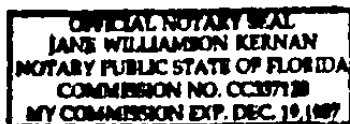
Type of Identification Produced Id. Officer Present

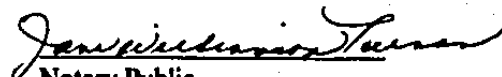
IN WITNESS WHEREOF, the undersigned subscriber has executed these  
articles of incorporation on 10 4, 1996.

  
MICHAEL DARROHN

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me on Oct 4, 1996  
by MICHAEL DARROHN.



  
Notary Public

JANE WILLIAMSON KERNAN  
Notary's print name

Personally Known \_\_\_\_\_ OR Produced Identification ☒

Type of Identification Produced Id. Officer Present

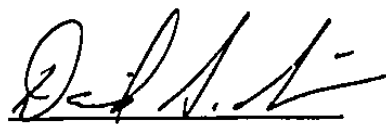
**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT / REGISTERED OFFICE**

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 agent / registered office, in the State of Florida.

1. The name of the corporation is S & P WOODWORKS, INC.
2. The name and address of the registered agent and office is:

DAVID S. SIMON, ESQ.  
523 S. WASHINGTON BLVD.  
SARASOTA, FLORIDA 34236

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 ACCPET OBLIGATION OF MY POSITION AS REGISTERED AGENT.

  
\_\_\_\_\_  
DAVID S. SIMON, ESQ.

10/4/96

FILED  
96 OCT -7 PM 1:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA