

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

REQUEST TAKEN CONFIRMED APPROVED

DATE \_\_\_\_\_

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

BY \_\_\_\_\_

WALK-IN Will Pick Up 11/6 12:00 AB 11/6

RE: W.B. COOK INC.

C.C. FEE. DISBURSED

☒ Capital Express™  
☒ Art. of Inc. File  
☐ Corp. Record Search  
☐ Ltd. Partnership File  
☒ Foreign Corp. File  
☒ Cert. Copy(s) photo  
☐ Art. of Amend. File  
☐ Dissolution/Withdrawal  
☐ C U S-  
☐ Fictitious Name File  
☐ 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

## ARTICLES OF INCORPORATION

FILED  
96 NOV -6 AM 11:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### W. D. Cook Inc.

The undersigned, acting as Incorporator(s) of a corporation under the Florida Business Corporation Act, adopt(s) the following Articles of Incorporation for such corporation:

1. **Name.** The name of the corporation is W. D. Cook Inc.
2. **Principal Office/Mailing Address.** The street address of the initial principal office is  
1501 Decker Ave. Suite 521,  
Stuart Florida 34994
3. **Shares.** The number of shares the corporation is authorized to issue is 10,000 shares.
4. **Initial Registered Office and Agent.** The name and street address of the initial registered agent and office of this corporation is:  
  
Wayne Cook  
1501 Decker Ave. Suite 521  
Stuart FL 34994
5. **Incorporator.** The name and address of each Incorporator is:  
  
Richard C. Losch  
9415158th Road South  
Delray Beach, FL 33446
6. **Directors.** The names and addresses of the initial directors are:

Wayne D. Cook  
1501 Decker Avenue, Suite 521  
Stuart FL 34994

Jeffery Wayne Cook  
1501 Decker Avenue, Suite 521  
Stuart FL 34994

**7. Purpose.** The purpose of this corporation is to engage Electrical Contracting, any activity related to that business, or any business deemed legal in the State of Florida.

**8. Powers.** The powers of the corporation and its Board of Directors are as follows: To engage in any lawful business and to act as Trustee for any domestic or foreign Trust.

**9. Par value.** There is no par value for the shares of this Company.

**10. Personal liability.** The shareholders of the corporation shall have no personal liability for the debts of the corporation.

**11. Effective Date.** The effective date of these Articles of Incorporation is October 28, 1996.

**12. Non-resident Directors.** Directors need not be residents of this state or shareholders unless Articles of Incorporation or By-laws so require.

**13. Directors' Authority to Fix Compensation.** Directors shall have authority to fix the compensation.

**14. Director Quorum and Voting.** Only Elghty percent (80%) of the directors shall constitute a quorum for a meeting of the directors of this corporation. If a quorum is present, the affirmative vote of Fifty percent (50%) of the directors present or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote fifty percent (50%) of the directors present and voting, shall be the act of the Board of Directors.

**15. Meetings by Conference Telephone.** Members of the Board of Directors may participate in [special] [annual] meetings of the board of directors by means of conference telephone or similar communications equipment as provided by law.

**16. Indemnification.** The corporation may be empowered to indemnify any officer or

director, or any former officer or director in the manner set out and provided for in the by-laws of this corporation

**17. Amendment of Articles.** The power to adopt, alter, amend or repeal the Articles of Incorporation of this corporation shall be vested in the Board of Directors by a Eighty percent (80%) vote.

**18. Shareholder Quorum and Voting.** Only fifty percent (50%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of fifty percent (50%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

**19. Information Action of Directors and Shareholders.** If the required majority of the directors or shareholders severally or collectively consent in writing to any action taken or to be taken by the corporation, and the 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 of Directors or Shareholders.

**IN WITNESS WHEREOF,** the undersigned Incorporator has executed these Articles of Incorporation this 28th day of October, 1996.



Incorporator

Having been named as registered agent for the above-stated corporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Registered Agent

**CAPITAL CONNECTION, INC.**

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

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

RE: W.D. Cook, Inc.**P96000091031**

C.C. FEE

DISBURSED

\_\_\_\_\_  
Art. of Amend. Filo\_\_\_\_\_  
Art. of Amend. Filo\_\_\_\_\_  
Corp. Record Search\_\_\_\_\_  
Corp. Partners to Filo\_\_\_\_\_  
Foreign Corp. Filo\_\_\_\_\_  
( ) Cert. Copy(s)☒ Art. of Amend. Filo\_\_\_\_\_  
Dissolution/Withdrawal\_\_\_\_\_  
C U S-\_\_\_\_\_  
Fictitious Name Filo\_\_\_\_\_  
Name Reservation\_\_\_\_\_  
Annual Report/Reinstatement\_\_\_\_\_  
Reg. Agent Service\_\_\_\_\_  
Document Filing\_\_\_\_\_  
Corporate Kit\_\_\_\_\_  
Vehicle Search\_\_\_\_\_  
Driving Record\_\_\_\_\_  
Document Retrieval\_\_\_\_\_  
UCC 1 or 3 Filo\_\_\_\_\_  
UCC 11 Search\_\_\_\_\_  
UCC 11 Retrieval\_\_\_\_\_  
File No.'s, Copies\_\_\_\_\_  
Courier Service\_\_\_\_\_  
Shipping/Handling\_\_\_\_\_  
Phone ( )\_\_\_\_\_  
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TIME \_\_\_\_\_

BY \_\_\_\_\_

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

WALK-IN  
Will Pick Up

2/10 1:00

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION**

**W. D. COOK INC.**

**FILED**  
91 FEB 10 AM 11:33  
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 adopted to Article One as follows, The Name of the Corporation shall be W. D. Cook Electrical Service Inc.

SECOND: All new shares shall be issued with the Name W. D. Cook Electrical Service Inc. New certificates will be issued at request of existing shareholders

THIRD: The date This Amendments Adoption was January 15, 1996.

FOURTH: Adoption of Amendment

The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this day 2/5 of February, 1997.

W. D. Cook Electrical Service Inc.

  
Wayne D. Cook    President    Chairman of the Board