

PETERSON & MYERS, P.A.

ATTORNEYS AT LAW

J. HARDIN PETERSON, SR. (1894-1978)
MICHAEL W. CREWS (1941-1991)

PHILIP O. ALLEN
JACK P. BRANDON
BEACH A. BROOKS, JR.
J. DAVIS CONNOR
MICHAEL S. CRAIG
ROY A. CRAIG, JR.
JACOB C. DYKHOORN
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PETER J. MUNSON
CORNEAL B. MYERS
CORNELIUS B. MYERS, III
ROBERT E. PUTERBAUGH
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THOMAS B. PUTNAM, JR.
DEBORAH A. RUTTER
STEPHEN R. SMITH
ANDREA L. SMITH
KEITH L. TADSWO
KERR L. WILSON

P.O. BOX 1079
LAKE WALES, FLORIDA 33859-1079
130 EAST CENTRAL AVENUE
LAKE WALES, FLORIDA 33853
(941) 678-7611
(941) 683-8942
FAX 678-0643

P.O. BOX 24628
LAKELAND, FLORIDA 33802-4628
100 EAST MAIN STREET
LAKELAND, FLORIDA 33801
(941) 683-6511
(941) 678-6934
FAX 682-8031

P.O. DRAWER 7608
WINTER HAVEN, FLORIDA 33883-7608
141 6TH STREET, NW, SUITE 300
WINTER HAVEN, FLORIDA 33881
(941) 294-3360
FAX 299-5498

PLEASE REPLY TO
WINTER HAVEN

December 6, 1996

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-12/10/96-01036--004
****122.50 ****122.50

Office of State
Division of Corporations
Post Office Box 632
Tallahassee, Florida 32311

RE: WINKLER AMMONIA REFRIGERATION AND MECHANICAL, INC.

Gentlemen and Ladies:

Enclosed for filing please find the following documents:

1. Articles of Incorporation of Winkler Ammonia Refrigeration and Mechanical, Inc.
2. Certificate Designating Registered Agent and Office.

I am also enclosing a check in the amount of \$122.50 to cover the following costs:

Filing fee for Articles of Incorporation	\$ 35.00
Filing fee for Registered Agent Certificate	35.00
Certified copy of Articles	<u>52.50</u>
TOTAL	\$122.50

After the Articles of Incorporation and the Certificate Designating Registered Agent and Office have been filed, please certify the enclosed extra copy of the Articles of Incorporation and return it to me in the self-addressed, stamped envelope provided.

Sincerely,

Michael S. Craig
Michael S. Craig

MSC:jb
Enclosures

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

WINKLER AMMONIA REFRIGERATION AND MECHANICAL, INC.

ARTICLE I. - Name, Principal Office & Mailing Address

The name of the corporation is WINKLER AMMONIA REFRIGERATION AND MECHANICAL, INC. The principal office and mailing address is 7249 Black Road, Lake Wales, Florida 33853.

ARTICLE II. - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III. - Capital Stock

This corporation is authorized to issue 100 shares common stock.

ARTICLE IV. - Preemptive Rights

Each shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price which it is offered to others.

ARTICLE V. - Initial Registered Office and Agent

The initial registered office of this corporation is located at 7249 Black Road, Lake Wales, Florida 33853 and the name of the initial registered agent of this corporation is Kerry Winkler.

ARTICLE VI. - Initial Board of Directors

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name and address of the initial director of this corporation is:

Kerry Winkler, 7249 Black Road, Lake Wales, Florida 33853

ARTICLE VII. - Incorporator

The name and address of the incorporator signing these Articles of Incorporation is Kerry Winkler 7249 Black Road, Lake Wales, Florida 33853.

ARTICLE VIII. - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE IX. - INDEMNIFICATION

A. Indemnify. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, employee, officer or agent of the corporation, against all expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless (a) a court of competent jurisdiction finally determines, after all appeals have been exhausted or not pursued by the proposed indemnitee, that he or she did not act in good faith or in a manner reasonably believed to be in or not opposed to the best interest of the corporation, and, with respect to any criminal action or

proceeding, that he or she had reasonable cause to believe his or her conduct was unlawful, and (b) such court also determines specifically that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere, or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interest of the corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was lawful.

B. Expenses. To the extent that a director, officer, employee or agent of the corporation has been successful in the merits or otherwise in defense of any action, suit or proceeding referred to in Paragraph A above, or in defense of any claim, issue or matter therein, he or she shall be indemnified against all expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

C. Advances. All expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the corporation and advanced as a final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the affected director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation, as authorized in this article.

D. Miscellaneous. The indemnification provided by this article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, or vote of directors, shareholders or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall enure to the benefit of the heirs and personal representatives of such person.

E. Insurance. The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or was serving, at the request of the corporation, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this article.

F. Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article IX may not be amended without the approval in writing of all persons whose interests would be adversely affected by such amendment.

ARTICLE X. - Director Conflict of Interest

A. No contract or other transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, firm, association or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this

reason alone, or by reason alone that such director or directors are present at the meeting of the board of directors or of a committee thereof which approved such contract or transaction, or that their votes are counted for such purposes:

- 1) If the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approved such contract or transaction by a vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

- 2) If such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by a vote of the shareholders; or

- 3) If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee, or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which approves such contract or transaction.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 3rd day of December, 1996.

Signed in the presence of:

Kerry E. Oultman
Michael S. Craig
Two Witnesses)

Kerry Winkler
Kerry Winkler

STATE OF FLORIDA

COUNTY OF POLK

The foregoing instrument was acknowledged before me this 3rd day of December, 1996, by Kerry Winkler, who has produced a drivers license as identification.

(SEAL)

Michael S. Craig
NOTARY PUBLIC
My Commission Expires:



MICHAEL S. CRAIG
MY COMMISSION # CC285831 EXPIRES
JUNE 14, 1997
BONDED THRU TROY FARM INSURANCE, INC.

CERTIFICATE DESIGNATING REGISTERED

AGENT AND OFFICE

In compliance with Sections 48.091 and 607.0501(3) Florida Statutes, the following is submitted:

That WINKLER AMMONIA REFRIGERATION AND MECHANICAL, INC., desiring to organize and qualify as a corporation under the laws of the State of Florida, with its initial registered office located at 7249 Black Road, Lake Wales, Florida 33853 named Kerry Winkler of the same address as its Registered Agent to accept service of process within the State of Florida; and

That, having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, Kerry Winkler hereby agrees to act in this capacity, and further states he or she is familiar with and accepts the obligations of the position and agrees to comply with the provisions of all statutes relative to the proper performance of his or her duties.

Kerry Winkler
Kerry Winkler

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 3rd day of December, 1996, by Kerry Winkler, who has produced a drivers license as identification.

(SEAL)

Michael S. Craig
NOTARY PUBLIC
My Commission Expires:



MICHAEL S. CRAIG
MY COMMISSION # 00283831 EXPIRES
JUNE 14, 1997
BONDED THRU TROY FARM INSURANCE CO.

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STATE OF FLORIDA
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