

RICHARD J. DUNGEY\*
M. LANNING FOX\*
GARY L. SWEET
THOMAS E, WARNER\*\*
TIM D. WRIGHT

ROBERT L SPELBY AARON A. FOOSANER OF COUNSEL

\*BOARD CERTIFIED REAL ESTATE LAWYER
\*BOARD CERTIFIED CIVIL TRIAL LAWYER

1100 S. FEDERAL HIGHWAY P.O. DRAWER 6 STUART, FLORIDA 34995-0006 (361) 287-4444 TELEFAX (561) 220-1489 DENORAH II, NEARD KENNETII W. FROMKNECHT, II LOUIS E. LOZEAU, JR. \*\*\*METII TEARDO PRINZ JUPITER (\$61) 744-6499

ST, LUCIE COUNTY OFFICE
PORT ST. LUCIE PROFESSIONAL BUILDING
#515 SOUTH FEDERAL HIGHWAY
BUITE
PORT ST. LUCIE, FLORIDA 14952
[561] #7#-3614
TELEFAX (561) #79-6127

\*\*\*BOARD CERTIFIED WILLS, TRUSTS
4 FSTATES LAWYER

400002029794---= -12/16/96--01029--007 \*\*\*\*122.50 \*\*\*\*122.50

December 13, 1996

Department of State
Divisions of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

Re: Polyurethane Coating, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation along with this firm's check in the amount of \$122.50 for filing and certified copy fee.

Please provide the copy of the certified articles to the undersigned.

Sincerely,

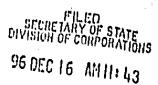
Legal Assistant

Enclosure

cc: Ron Frazier

SECRETARY OF STATE DIVISION OF CORPORATIONS
96 DEC 16 AM 11: 43

of white



# ARTICLES OF INCORPORATION

OF

POLYURETHANE COATING, INC.

## ARTICLE I

## NAME AND ADDRESS

The name of this corporation shall be:

POLYURETHANE COATING, INC.

The corporation's mailing address shall be:

732 S.E. Fallon Drive, Port St. Lucie, Florida 34983

## **ARTICLE II**

## **TERM OF EXISTENCE**

This corporation shall exist perpetually.

## **ARTICLE III**

## **PURPOSE**

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

## ARTICLE IV

## CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$.01 par value common stock. This class of stock shall have unlimited voting rights and be entitled to receive the net assets of the corporation upon its dissolution.

#### **ARTICLE V**

## INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 732 S.E. Fallon Drive, Port St. Lucie, Florida 34983

The name of the initial registered agent of this corporation at that address is: RONALD LEE FRAZIER.

## **ARTICLE VI**

#### DIRECTORS

This corporation shall have one (1) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The names and addresses of the initial Directors of this corporation are:

#### **RONALD LEE FRAZIER**

732 S.E FALLON DRIVE, PORT ST. LUCIE, FLORIDA 34983

## ARTICLE VII

### **INCORPORATOR**

The name and address of the person signing these Articles are:

RONALD LEE FRAZIER
732 S.E. FALLON DRIVE, PORT ST. LUCIE, FLORIDA 34983

#### **ARTICLE VIII**

#### **CUMULATIVE VOTING**

At each election for directors every shareholder entitled to vote in the election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing the votes on the same principle among any number of the candidates.

## **ARTICLE IX**

### PREEMPTIVE RIGHTS

Shareholders of the corporation shall have preemptive rights to acquire their pro rata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporations shares or property through merger or the extinguishment of debts. Preemptive rights shall apply to the reissuance of all redeemed or otherwise acquired shares, including the

reissuance of treasury shares. This article pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the shareholders of each affected class. No issue of stock of the corporation shall take place unless the price at which the stock is to be issued shall be unanimously approved by the shareholders of the corporation. These preemptive rights shall apply to any corporate obligation which is convertible to or exchangeable for any stock of the corporation, or where there is attached to said obligation any stock warrants or rights which allow the holder to acquire by subscription or purchase any stock of the corporation.

## ARTICLE X

## **INDEMNIFICATION**

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

# ARTICLE XI

#### COMMENCEMENT OF CORPORATE EXISTENCE

Pursuant to Florida Statutes, Section 607.0203, this corporation's existence shall commence upon the filing of these Articles of Incorporation with the Department of State.

## **ARTICLE XII**

### **AMENDMENTS**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a shareholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this <a href="https://example.com/least-squares-new-right-new-

RONALD LEE FRAZIER

#### ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for POLYURETHANE COATING, INC., at the place designated in the foregoing Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in that capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am

familiar with and accept the obligations of my position as registered agent.

Dated this 12th day of December, 1996.

RONALD LEE FRAZIER, Registered Agent

i:\randi\cliant.cor\fr37p01

OS DEC 16 HILL 43