

P970000 14953

2-12-97

Requester's Name
Address
City State ZIP Phone

VALIDATION ONLY

FILED
97 FEB 17 AM 11:45
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
2-14-97

CORPORATION(S) NAME

300002086913--4
-02/13/97--01047--026
****122.50 ****122.50

Palm Beach Woodcrafters, Inc.

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input type="checkbox"/> Walk In | <input type="checkbox"/> After 4:30 | <input type="checkbox"/> Mail Out |
| <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up | |

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

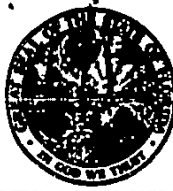
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CERTIFIED COPY

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Empire Toll Free: 1-800-432-3028

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97 FEB 17 AM 10:42
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 13, 1997

EMPIRE

TALLAHASSEE, FL

SUBJECT: PALM BEACH WOODCRAFTERS, INC.
Ref. Number: W97000003611

FILED
97 FEB 17 AM 11:45
TALLAHASSEE, FLORIDA

We have received your document for PALM BEACH WOODCRAFTERS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 297A00007848

RECEIVED
57 FEB 17 AM 10:18
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
PALM BEACH WOODCRAFTERS, INC.

EFFECTIVE DATE

2-14-97

FILED
97 FEB 17 AM 11:45
TALLAHASSEE, FLORIDA

The undersigned subscriber, for the purposes of forming a corporation for profit under Chapter 607 of the laws of the State of Florida hereby subscribes to, acknowledges and files the following Articles of Incorporation.

ARTICLE I

Name and Address

The name and address of the proposed corporation shall be PALM BEACH WOODCRAFTERS, INC. located at 312 Lake Circle, North Palm Beach, Florida 33408.

ARTICLE II

Duration

This corporation shall commence existence on the date of the execution and acknowledgement of these Articles if permitted by law; if not, then on the date of filing. This corporation shall exist perpetually thereafter, unless sooner dissolved according to law.

ARTICLE III

Purpose

This corporation is formed for the following purposes and shall have the following powers:

1. The purpose for which the corporation is organized is to engage in any activity or business permitted under the laws of the United States and of the State of Florida, and more particular, but not limited to, the establishment and operation of a corporation to purchase and/or manufacture windows for the purpose of marketing and sale of same.

2. To do everything necessary, proper, or convenient for the accomplishment of the purposes set forth herein, and to do every other act incidental thereto which is not forbidden under the laws of the United States of America, the State of Florida, or by the provisions of these Articles of Incorporation.

ARTICLE IV

Capital Stock

This corporation is authorized to issue Ten Thousand (10,000) shares of One and No/100 Dollars (\$1.00) par value capital stock, which shall be designated as "common shares". The entire voting power for the election of directors and for all other purposes shall be in the holders of outstanding common shares. All the shares of common stock shall be paid for in cash, or property, real

or personal, tangible, intangible, or the lease thereof, or in labor or services in lieu of cash or property, at a just valuation to be fixed by the Board of Directors of this corporation unless otherwise forbidden by the laws of the State of Florida. The payment thereof does not have to be at the time of issuance, provided such shares are subject to calls thereon by the corporation until such time as the whole consideration therefore shall have been paid. The holders of the common stock of the corporation shall have pre-emptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors. The pre-emptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder to all shares of common stock currently authorized and issued.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is: 312 Lake Circle, North Palm Beach, Florida 33408. The name of the initial registered agent of this corporation at that address is Bartley R. Haylett.

ARTICLE VI

Initial Board of Directors

This corporation shall have at least one director. The number of directors may be either increased or diminished from time to

time by amendment to the Bylaws adopted by the stockholders. The name and address of the initial directors of this corporation, who, unless otherwise provided by the Articles of Incorporation or Bylaws, shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, are:

Bartley R. Haylett
312 Lake Circle
North Palm Beach, Florida 33408

President
Treasurer

William F. Pollard
312 Lake Circle
North Palm Beach, Florida 33408

Vice President
Secretary

At any time after incorporation, the stockholders may, by a majority vote, determine that the corporation be managed by the stockholders.

ARTICLE VII

Subscribers

The name and address of the person signing these Articles as subscriber is: Bartley R. Haylett, 312 Lake Circle, North Palm Beach, Florida 33408.

ARTICLE VIII

Bylaws

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida and the United States of

America, the Board of Directors is expressly authorized to frame and adopt any such Bylaws for the corporation as are not inconsistent with the laws of the State of Florida or the United States of America or these Articles of Incorporation. With the exception of fixing the number of directors of the corporation, the Board of Directors is expressly authorized, without the assent of the stockholders, to add to, delete from, or otherwise amend the Bylaws of the corporation.

ARTICLE IX

Indemnification and Limitation of Liability

The corporation shall indemnify any officer or director, or any former officer or director of the corporation, to the full extent permitted by law. The private property of the stockholders shall not, unless otherwise provided by law, be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have a first lien on the shares of its stockholders and upon dividends due them for any indebtedness of such stockholders to the corporation.

ARTICLE X

Working Capital

The Board of Directors shall have the authority to fix any amount which in its discretion need be reserved as working capital of the corporation.

ARTICLE XI

Amendment

The corporation reserves the right to amend, add to, or repeal a provision contained in these Article of Incorporation in the manner consistent with law and in conformity with the provisions set forth in the Bylaws.

IN WITNESS WHEREOF, the undersigned, being the original subscriber to the capital stock hereinbefore named, for the purpose of forming a corporation for profit to do business both within and without the State of Florida, under the laws of the State of Florida, makes and files these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true this 14th day of FEBRUARY 1997.


Bartley R. Haylett

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97 FEB 17 AM 11:45
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties.


Bartley R. Havlett