

P9700019283

MARY R. O'BANNON  
5505 7TH AVENUE DRIVE WEST  
BRADENTON, FLORIDA 34209  
941-794-2570

4 February 1997

100002034471-7  
-02/11/97--01191--005  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Division of Corporations  
Bureau of Corporate Records  
409 East Gaines Street  
Post Office Box 6327  
Tallahassee, Florida 32301

Re: Affordable Heating & Cooling, Inc.

EFFECTIVE DATE  
12-24-97

To Whom It May Concern:

Enclosed are the Articles of Incorporation for the above corporation along with my check in the amount of \$70.00 for the filing fee and the fee for the designation of registered agent.

Also enclosed is a photocopy of the Articles of Incorporation. Please stamp this copy with the filing information and return that copy to this office.

Thank you for your attention to this matter.

Yours truly,

*Mary R. O'Bannon*

Mary R. O'Bannon

*3/3*

*4 Feb. 1997*

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 FEB 27 PM 12:08

FILED



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 13, 1997

MARY R O'BANNON  
5505 7TH AVENUE DRIVE WEST  
BRADENTON, FL 34209

SUBJECT: AFFORDABLE HEATING & COOLING, INC.  
Ref. Number: W97000003627

We have received your document for AFFORDABLE HEATING & COOLING, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

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

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole  
Corporate Specialist

Letter Number: 497A00007879

**MARY R. O'BANNON**  
**2187 TRADE CENTER WAY**  
**NAPLES, FLORIDA 34109**  
**841-592-5111**

24 February 1997

Loria Poole, Corporate Specialist  
Division of Corporations  
Bureau of Corporate Records  
Post Office Box 6327  
Tallahassee, Florida 32314

RE: Reference Number: W97000003627  
Letter Number: 497A00007879

Dear Ms. Poole,

Enclosed are the revised Articles of Incorporation for Affordable Heating & Cooling, Inc.

Also enclosed is a photocopy of the Articles of Incorporation. Please stamp this copy with the filing information and return that copy to this office.

Thank you for your attention to this matter.

Yours truly,



Mary R. O'Bannon

# ARTICLES OF INCORPORATION

These Articles of Incorporation are adopted for the purpose of forming a corporation under the laws of the State of Florida, to be filed with the Florida Department of State, as follows:

FILED  
97 FEB 27 PM 12:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLE ONE: NAME

The name of the corporation is Affordable Heating & Cooling, Inc., and its mailing address shall be 2187 Trade Center Way, Naples, Florida 34109, until and unless such address is subsequently changed by the corporation.

## ARTICLE TWO: COMMENCEMENT AND DURATION

The corporation shall commence its corporate existence on 24 February 1997 and it shall exist perpetually thereafter until dissolved according to law.

EFFECTIVE DATE  
2-24-97

## ARTICLE THREE: PURPOSE

The corporation is organized for the purpose of transacting any and all business permitted corporations under Florida law.

## ARTICLE FOUR: CAPITALIZATION

The corporation shall have the authority to issue 1000 shares of common stock with a par value of \$1.00 per share. The shares of stock may be issued for such consideration, having a value not less than the par value thereof, as is determined from time to time by the Board of Directors, to be paid in cash, in property, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration for such shares has been paid. Thereafter, such shares shall be deemed to be fully paid and nonassessable.

## ARTICLE FIVE: DIRECTORS

The corporations shall have an initial Board of three Directors. The number of Directors may thereafter be changed from time to time in accordance with the By-Laws of the corporation. The initial Directors shall hold office until the election of successor Directors by the shareholders or until earlier resignation or removal in accordance with the By-Laws of the corporation and Florida law. The following persons shall be the initial Directors of the corporation:

Daniel K. O'Bannon, 1103 Sable Cove, Ruskin, Florida 33570  
Mary R. O'Bannon, 1103 Sable Cove, Ruskin, Florida 33570  
Allen L. Rummel, 2875 Indianwood Drive, Sarasota, Florida 34232

#### ARTICLE SIX: BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors; however, the Shareholders may also adopt, alter, amend or repeal By-Laws in which event the Shareholders may provide in any By-Law made by them that such By-Law shall not be altered, amended or repealed by the Directors.

#### ARTICLE SEVEN: AMENDMENT

These Articles of Incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation then outstanding, at any regular meeting of the Shareholders or at any special meeting of the Shareholders called for that purpose.

#### ARTICLE EIGHT: REGISTERED OFFICE AND AGENT

The initial registered office of the corporation is to be at 5505 7th Avenue Drive West, Bradenton, Florida 34209, and the initial Registered Agent at that address is Mary R. O'Bannon. Such registered office and agent may be changed by the corporation upon filing a proper notice of such change with the Florida Department of State.


#### ARTICLE NINE: PREEMPTIVE RIGHTS

Each Shareholder of the corporation shall have the first right to purchase shares and securities convertible into shares of any class, kind or series of stock in the corporation that may from time to time be issued, whether or not presently authorized, including shares from the treasury of the corporation, in the ratio that the number of shares the Shareholder holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty days after receipt of a notice in writing from the corporation stating the price, terms, and conditions of the issue of shares, and inviting the Shareholder to exercise such preemptive rights. This right may also be waived by affirmative written waiver submitted by the Shareholder to the corporation within thirty days of receipt of notice from the corporation.

#### ARTICLE TEN: INCORPORATOR

This corporation is being formed by Mary R. O'Bannon, 2187 Trade Center Way, Naples, Florida 34109.

*In Witness Whereof*, I subscribe to these Articles of Incorporation on 20 February 1997.

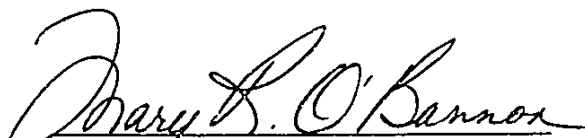
  
Mary R. O'Bannon

## ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, Mary R. O'Bannon, accept my appointment as Registered Agent for Affordable Heating & Cooling, Inc., and will maintain the registered office of the corporation in Collier County, Florida, at 2187 Trade Center Way, Naples, Florida 34109.

I am familiar with and accept the obligations imposed upon me as Registered Agent under Florida law.

Dated 24 February 1997.

  
Mary R. O'Bannon

**FILED**  
97 FEB 27 PM 12:08  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA