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TO: DIVISION OF CORPORATIONS

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NAME: HOME LIGHTING ACQUISITION CORPORATION

AUDIT NUMBER.....H97000003964

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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ARTICLES OF INCORPORATION
OF
HOME LIGHTING ACQUISITION CORPORATION

These Articles of Incorporation are executed by the undersigned for the purpose of forming a corporation pursuant to the Florida Business Corporation Act, as particularly set forth in Chapter 607 of the Florida Statutes.

ARTICLE I. NAME AND ADDRESS.

The name of this corporation shall be HOME LIGHTING ACQUISITION CORPORATION. The principal business address of the corporation is 36 Newgate Road, Pittsburgh, Pennsylvania 15202.

ARTICLE II. DURATION.

The corporation shall commence upon filing of these Articles and shall have perpetual existence thereafter.

ARTICLE III. PURPOSE.

The purpose for which the corporation is organized is the transaction of any and all lawful business for which a corporation may be incorporated under the Florida Business Corporation Act, as the same may from time to time be amended.

ARTICLE IV. CAPITAL STRUCTURE.

The aggregate number of shares of capital stock which this corporation shall have authority to issue shall be ten thousand (10,000) shares of common stock, all of the same class and each having a par value of One Dollar (\$1.00).

Prepared by:
Theresa M. Kolish, Esq.
Florida Bar No.: 0012173
1715 Monroe Street
Fort Myers, FL 33901
(941) 334-4121

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ARTICLE V. INITIAL REGISTERED AGENT & OFFICE.

The name of the initial registered agent of the corporation at its initial registered office, and the street address of its initial registered office, is as follows:

<u>Name</u>	<u>Address</u>
THERESA M. KOLISH	1715 Monroe Street Fort Myers, FL 33901

ARTICLE VI. DIRECTORS.

The business and the affairs of this corporation shall be managed by a Board of Directors, which shall be elected by the shareholders and serve as provided in the Bylaws. The number of the members of the Board of Directors may either be increased or decreased from time to time by the Bylaws, but shall never be less than one (1). The corporation shall have one Director initially, and the name and address of the initial Director is as follows:

JAMES J. BROWNE	36 Newgate Road Pittsburgh, PA 15202
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ARTICLE VII. BYLAWS.

The power to adopt, alter, amend or repeal bylaws shall be vested in both the Board of Directors and the shareholders. Bylaws adopted, altered, amended or repealed by the shareholders of the corporation may not be repealed, altered, amended or readopted by the Board of Directors if the shareholders so provide.

ARTICLE VIII. MISCELLANEOUS.

Section 1: These Articles of Incorporation may be amended, altered, changed or repealed only by a vote of the shareholders owning at least seventy-five (75%) percent (a "Supermajority") of the then outstanding voting shares (the "Voting Shares").

Section 2: A Director of the corporation may be removed only for cause and only by the affirmative vote of the shareholders owning a Supermajority of the then outstanding Voting Shares.

Section 3: Any sale, disposition or liquidation of an operating division of the corporation or of all or substantially all of the assets of the corporation, any merger or consolidation to which the corporation is a party, or any other reorganization involving the corporation shall

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require approval by the affirmative vote of the shareholders owning a Supermajority of the then outstanding Voting Shares.

ARTICLE IX. INCORPORATORS.

The name and the address of the person signing these Articles of Incorporation is as follows:

THERESA M. KOLISH

1715 Monroe Street
Fort Myers, FL 33901

IN WITNESS WHEREOF, the person executing these Articles of Incorporation has caused her hand and seal to be set this 7th day of March, 1997.



Theresa M. Kolish

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named to accept service of process for this corporation, at the place designated in this certificate, I hereby accept the appointment, understand my duties as registered agent, and agree to act in this capacity and to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.



Theresa M. Kolish, Registered Agent

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