

P97000025269

John & Rose Bauer
3907 Sherwood Blvd.
Delray Beach, FL 33445

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Primo Corporation
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

FILED
91 MAR 20 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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****122.50 ****122.50

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FEB 20 1997 BSB
W97-4781



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 28, 1997

JOHN & ROSE BAUER
3907 SHERWOOD BLVD.
DELRAY BEACH, FL 33445

SUBJECT: PRIMO CORPORATION
Ref. Number: W97000004781

We have received your document for PRIMO CORPORATION and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 497A00010526



March 16, 1997

To whom it may concern:

We are in receipt of your letter dated
Feb. 28, 1997, stating the name
Primo Enterprise has already been
obtained. Enclosed is your letter along
with our new name "John Bauer
Corp, Incorporated". Please advise
me if you need further information.

Thankyou,

John Bauer.

ARTICLES OF INCORPORATION OF:

John Bauer Group Inc.

We, the undersigned, being of legal age and natural person do hereby subscribe to, acknowledge and file the Articles of Incorporation for the purpose of creating a Corporation under the laws of the State of Florida.

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97 MAR 20 PM 2: 25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the Corporation shall be:

John Bauer Group Inc.

ARTICLE II

This Corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows: 500 shares common stock, \$1.00 par value.

All of said stock shall be payable in cash, property, real or personal, labor services in lieu of cash, at just valuation to be fixed by the board of Directors of this corporation. The payment thereof does not have to be at the time of issuance, provided that said shares are subject to call thereon until the whole consideration shall have been paid.

ARTICLE IV

The amount of capital with which this Corporation shall commence business shall not be less than Five Hundred (\$500.00) Dollars.

ARTICLE V

The Corporation shall commence its existence on the date of filing and have perpetual existence thereafter unless sooner dissolved according to law.

ARTICLE VI

The principal office of the Corporation shall be at: **John Bauer Group Inc., 3907 Sherwood Blvd. Delray Beach, FL 33445**

Said Corporation shall have full power and authority to transact business and to establish offices and agencies in such other places, both within and outside of the State of Florida, and in any foreign countries.

The name and address of the registered agent of this Corporation is:

Gary John Bauer, 3907 Sherwood Blvd. Delray Beach, FL 33445

ARTICLE VII

The business of the Corporation shall be conducted by a Board of Directors of not less than one (1), to be increased at the discretion of the board of Directors.

ARTICLE VIII

The name and post office address of the first Board of Directors of this Corporation, all subject to the Corporation Law of the State of Florida, who shall hold office for the first year, or until its successor is duly elected and qualified is:

Gary John Bauer, 3907 Sherwood Blvd. Delray Beach, FL 33445

ARTICLE IX

The name and post office address of the officers of the Corporation are as follows:

**Gary John Bauer, President / Treasurer / Director
3907 Sherwood Blvd. Delray Beach, FL 33445**

**Rose Bauer, Vice President / Secretary,
3907 Sherwood Blvd. Delray Beach, FL 33445**

ARTICLE X

The name and post office address of the subscriber to the Certificate of Incorporation are as follows:

Gary John Bauer, 3907 Sherwood Blvd. Delray Beach, FL 33445

ARTICLE XI

This Corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law, either now existing or hereinafter enacted.

ARTICLE XII

The power to adopt, alter, amend or repeal By—Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XIII

This Corporation reserves the right, if it so wishes, to elect to be an 1120 Subchapter S Corporation, and the right to elect to approve and adopt a plan to offer shares of common stock for sale under said section of the Internal Revenue Code and all other rights contained therein, and may elect to receive all rights of Section 1244 of the Internal Revenue Code of 1954, as amended.

ARTICLE XIII

No contract or other transaction between this Corporation and any other Corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors or officers of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of any such Corporation.

ARTICLE XV

The private property of the stockholders shall not be subject to the payment of the Corporate debts, to any extent whatsoever. The Corporation shall have first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholder to the Corporation.

IN WITNESS WHEREOF, the undersigned incorporator, being the same person in Article X above, and in evidence of his wish to form this Corporation, does hereunto subscribe his name, this 14th day of March, 1997.



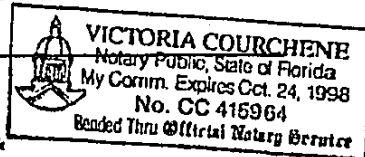
Gary John Bauer

STATE OF FLORIDA COUNTY OF DADE BEFORE ME, the undersigned authority, personally appeared, Gary John Bauer to me known to be the person described herein and whose name is signed on the foregoing Certificate of Incorporation of **John Bauer Group Inc.** and who is described in said Certificate as the Incorporator of said Corporation, and acknowledged before me that he executed the same for the purposes herein expressed.

SWORN TO AND SUBSCRIBED this 14th day of March, 1997.

Victoria Courchene Notary Public

My Commission Expires:



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statements in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

John Bauer Group Inc., 3907 Sherwood Blvd. Delray Beach, FL 33445

2. The name and address of the registered agent and office is:

Gary John Bauer, 3907 Sherwood Blvd. Delray Beach, FL 33445

SIGNATURE:

(corporate officer)

TITLE: **Gary John Bauer, President**

DATE: 3-16-97

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS 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 ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE: 

DATE: 3-16-97

FILED
97 MAR 20 PM 2:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA