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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR -7 PM 12:08

Terry L. Cooper
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April 1, 1997

Secretary of State
Division Of Corporation
409 East Gaines Street
Tallahassee, FL 32399

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****122.50 ****122.50



RE: *Cooper Advanced Technologies Inc.*

TM

Dear Sir or Madam:

Enclosed please find duplicate originals of the Articles of Incorporation for the above referenced corporation for filing together with a check in the amount of \$122.50 for filing fees.
Upon filing, please return the document in the enclosed, self-addressed envelope which I have included for your convenience.

Thank you in advance for your assistance. If you have any questions, please do not hesitate to contact me.

Very truly yours,


Terry L. Cooper

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ARTICLES OF INCORPORATION

OF

COOPER ADVANCED TECHNOLOGIES, INC.

THE UNDERSIGNED, being of legal age and competent to contract, for the purpose of organizing a corporation pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

ARTICLE I

Name and Addresses

The name of this Corporation shall be COOPER ADVANCED TECHNOLOGIES, INC., and its physical address shall be 17525 Broad St. Montverde, FL 34756 and its mailing address shall be PO. Box 560634 Montverde, FL 34756-0634.

ARTICLE II

Commencement of Corporate Existence

This corporation shall commence corporate existence upon filing of these Articles, and shall have perpetual existence unless dissolved according to laws.

ARTICLE III

Purpose and General Powers

The purpose of this corporation shall be to engage in any and all lawful activities permitted under the Florida General Corporation Act, as the same now exists and as hereafter amended.

ARTICLE IV

Capital Stock

1. Number and class of shares Authorized; Par Value. The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

Number of Shares Authorized	Par Value Per Share	Class of Stocks
100,000	\$.01	Common

The consideration for all of the above stock shall be payable in cash, property (tangible and intangible), labor or services in lieu of cash, (at a just valuation to be fixed by the Board of Directors of the Corporation).

2. Voting Rights. The Common Stock shall possess and exercise exclusive voting rights and at all meetings of the shareholders, each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding Common Stocks shall have no cumulative voting rights in any election of directors of the Corporation.

3. Preemptive Rights. No shareholders of the Corporation shall have the right, upon the sale for cash or otherwise, of any new stock of the Corporation or any stock of the Corporation held by it in its treasury or otherwise, of the same or any other kind, class or services as that which he already holds, to purchase his pro rata or any other share of such stock at the same price at which it is offered to others or any other price.

ARTICLE V

Initial Registered Office and Agent

The initial registered office of this Corporation shall be located at, and the initial registered agent of the corporation shall be:

Terry L. Cooper	President/CEO	Physical: 17525 Broad St. Montverde, FL 34756 Mailing: P.O. Box 560634 Montverde, FL 34756
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ARTICLE VI

Initial Board of Directors

This Corporation shall have two (3) directors initially. The number of directors may be either increased or diminished from time to time as provided in the Corporation's bylaws. The names and addresses of the initial directors of this corporation are:

Terry L. Cooper	President/CEO	17525 Broad St. Montverde, FL 34756
Lynne Cooper	Secretary	17525 Broad St. Montverde, FL 34756
Pawel Raczynski	Vice President/Treasurer	P.O. Box 1743 Winter Park, FL 32789

ARTICLE VII

Incorporator

The name and street address of the person signing these Articles as Incorporator is:

Terry L. Cooper	President/CEO	17525 Broad St. Montverde, FL 34756
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ARTICLE VIII

Bylaws

Except as otherwise provided by law, the power to adopt, alter, amend or repeal the bylaws of this Corporation shall be vested in the Board of Directors.

ARTICLE IX

Indemnification

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all of its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorney's fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such except for willful misconduct or gross negligence.

ARTICLE X

Conflicts of Interest

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 of this Corporation are pecuniary or otherwise interested in, or are the directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniary or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director or an officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE XI

Limited Liability of Shareholders

The private property of shareholders shall not be subject to payment of the Corporation's debts to any extent.

ARTICLE XII

Amendment

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.


ARTICLE XIII

Heading and Captions

The heading and captions of these various articles are inserted for convenience and none of them shall have any force or effect, and interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned being the Incorporator herein before named, for the purpose of forming a corporation under and pursuant to the laws of State of Florida to do business both within and without the State of Florida, hereby makes and files these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribe thereunto and hereunto sets his hand and seal this 1st day of April, 1997.


Terry L. Cooper


Print, type or stamp name of Notary Public
Personally known ☒ OR Produced I.D. ☐
Type and number of I.D. produced:

STATE OF FLORIDA
COUNTY OF LAKE

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared Terry L. Cooper to me known to be persons described in and who executed the foregoing Articles of Incorporation and they acknowledged before me that they executed the same for the purposes therein set forth.

WITNESSETH, my hand and official seal in the state and county last aforesaid, this 1st day of April, 1997.

*****NOTARIAL SEAL*****


William J. Fricke - Notary



WILLIAM J FRICKE
My Commission CC533624
Expires May. 28, 2000

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE SERVICE OF PROCESS WITHIN
STATE OF FLORIDA AND REGISTERED AGENT UPON WHOM PROCESSED MAY BE SERVED

SECRET FILED
DIVISION OF REVENUE
97 APR -7 PM 12:09

In compliance with Section 48.091, Florida Statutes, the following is submitted:

COOPER ADVANCED TECHNOLOGIES, INC.

desiring to organize as a corporation under the laws of the State of Florida with its registered office at

17525 Broad St. Montverde, FL 34756

has named and designated

Terry L. Cooper

President/CEO

Physical: 17525 Broad St. Montverde, FL 34756

Mailing: P.O. Box 560634 Montverde, FL 34756

as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named 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 relating to the proper and complete performance of my duties as Registered Agent.

DATED this 1st day of April, 1997.


Terry L. Cooper
Registered Agent

William J. Fricke
Print, type or stamp name of Notary Public
Personally known ☒ OR Produced I.D. ☐
Type and number of I.D. produced:

Sworn and Subscribed
before me on this the
1st Day of April 1997
William J. Fricke



WILLIAM J. FRICKE
My Commission 00833524
Expires May 20, 2000