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ACCOUNT NO. : 072100000032

REFERENCE : 353904 135998A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : May 5, 1997

ORDER TIME : 10:27 AM

ORDER NO. : 353904-005

CUSTOMER NO: 135998A

CUSTOMER: Tricia Wollett, Legal Asst.  
FRANKLYN J. WOLLETT, P.A.

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-05/05/97--01031--007  
\*\*\*\*122.50 \*\*\*\*122.50

2790 Sunset Point Road

Clearwater, FL 34619

DOMESTIC FILING

NAME: BEEDEE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

RECEIVED  
97 MAY -5 AM 11:24  
FLORIDA SERVICE OF CORPORATION

MAY - 5 1997

**ARTICLES OF INCORPORATION  
OF**

BeeDee, Inc.

FILED  
97 MAY -5 AM 11:00  
TALLAHASSEE, FLORIDA

**ARTICLE I  
NAME**

The name of this Corporation is BeeDee, Inc.

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office of the Corporation and mailing address is: 35224 U.S. Highway 19 No., Palm Harbor, FL 34684.

**ARTICLE III  
TERM**

The term of existence of this Corporation is perpetual.

**ARTICLE IV  
PURPOSE**

This Corporation is organized to transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporations Act.

**ARTICLE V  
CAPITAL STOCK**

This Corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock.

**ARTICLE VI  
DIRECTORS**

This Corporation shall have three (3) Directors initially. The number of Directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation, who shall serve until their successors are elected and have qualified or until removed are as follows:

NAME

ADDRESS

Daniel R. Smith

35224 U.S. Hwy. 19 No.  
Palm Harbor, FL 34684

Bruce I. Nash

35224 U.S. Hwy. 19 No.  
Palm Harbor, FL 34684

Judith L. Smith

35224 U.S. Hwy. 19 No.  
Palm Harbor, FL 34684

#### **ARTICLE VII OFFICERS**

The affairs of this Corporation shall be administered by the officers designated by the Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the shareholders, and they shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors, are as follows:

<u>OFFICE</u>	<u>NAME</u>	<u>ADDRESS</u>
President	Daniel R. Smith	35224 US Hwy. 19 No. Palm Harbor, FL 34684
Vice Pres.	Bruce I. Nash	35224 US Hwy. 19 No. Palm Harbor, FL 34684
Sec./Treas.	Judith L. Smith	35224 US Hwy. 19 No. Palm Harbor, FL 34684

#### **ARTICLE VIII REGISTERED OFFICE AND AGENT**

The name and address of the initial registered agent and office is as follows:

<u>REGISTERED AGENT</u>	<u>ADDRESS</u>
Daniel R. Smith	35224 U.S. Hwy. 19 No. Palm Harbor, FL 34684

#### **ARTICLE IX INDEMNIFICATION**

Every Director and every officer of this Corporation serving this Corporation at its request, shall be indemnified by this Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a Director or officer of this Corporation, or by reason of his serving or having served this Corporation at its request, whether or not he is a Director or officer or is serving at the time such expenses or liabilities are incurred; provided that in such cases

wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties and also in the event of a settlement, before entry of judgment, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interests of this Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which that person may be entitled.

#### **ARTICLE X BYLAWS**

The first Bylaws of this Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

#### **ARTICLE XI AMENDMENTS**

Amendments to the Articles of Incorporation shall be first adopted in resolution form by majority vote of the Board of Directors, who shall direct in its proceedings that the proposed amendment be submitted to a vote of the shareholders either at an annual meeting or a special meeting called for that purpose. At the shareholders' meeting, the affirmative vote of the holders of a majority of shares entitled to vote shall be required for adoption of the proposed amendment.

#### **ARTICLE XII INCORPORATOR**

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

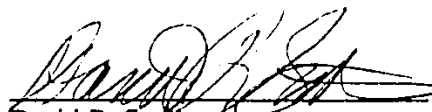
NAME

Daniel R. Smith

ADDRESS

35224 U.S. Hwy. 19 No.  
Palm Harbor, FL 34684

**IN WITNESS WHEREOF**, the Subscriber has hereunto affixed his signature on the  
1st day of May, 1997.

  
Daniel R. Smith

**CERTIFICATE OF ACCEPTANCE OF REGISTERED  
AGENT**

I, DANIEL R. SMITH, as Registered Agent for BeeDee, Inc.  
do hereby agree to accept Service of Process on behalf of the Corporation, to keep my office  
located at 35224 U.S. Hwy. 19 No., City of Palm Harbor, County of Pinellas, State of Florida,  
open during prescribed hours; and to post my name in some conspicuous place in the above stated  
office as required by law.

DATED: May 1, 1997

  
Daniel R. Smith, Registered Agent

97 MAY -5 AM 11:44  
TALLAHASSEE, FLORIDA