

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

FILED

97 MAY 19 PM 3: 39

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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-05/19/97--01106--021  
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Your Way  
Industries, Inc

RECORDED

97 MAY 19 PM 2: 19

DIVISION OF CORPORATION

K.R. MAY 19 1997

Signature \_\_\_\_\_

Requested by: LS

Name \_\_\_\_\_

Date 5/19

Time 2:00

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

- ☒ Art of Inc. File \_\_\_\_\_
- \_\_\_\_ LTD Partnership File \_\_\_\_\_
- \_\_\_\_ Foreign Corp. File \_\_\_\_\_
- \_\_\_\_ L.C. File \_\_\_\_\_
- \_\_\_\_ Fictitious Name File \_\_\_\_\_
- \_\_\_\_ Name Reservation \_\_\_\_\_
- \_\_\_\_ Merger File \_\_\_\_\_
- \_\_\_\_ Art. of Amend. File \_\_\_\_\_
- \_\_\_\_ RA Resignation \_\_\_\_\_
- \_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_
- \_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_
- ☒ Cert. Copy \_\_\_\_\_
- \_\_\_\_ Photo Copy \_\_\_\_\_
- \_\_\_\_ Certificate of Good Standing \_\_\_\_\_
- \_\_\_\_ Certificate of Status \_\_\_\_\_
- \_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_
- \_\_\_\_ Corp Record Search \_\_\_\_\_
- \_\_\_\_ Officer Search \_\_\_\_\_
- \_\_\_\_ Fictitious Search \_\_\_\_\_
- \_\_\_\_ Fictitious Owner Search \_\_\_\_\_
- \_\_\_\_ Vehicle Search \_\_\_\_\_
- \_\_\_\_ Driving Record \_\_\_\_\_
- \_\_\_\_ UCC 1 or 3 File \_\_\_\_\_
- \_\_\_\_ UCC 11 Search \_\_\_\_\_
- \_\_\_\_ UCC 11 Retrieval \_\_\_\_\_
- \_\_\_\_ Courier \_\_\_\_\_

## **Articles of Incorporation of Your Way Industries, Inc.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation for the purpose of forming a Corporation under the laws of the State of Florida:

### **ARTICLE I: NAME**

The name of this Corporation is Your Way Industries, Inc.

### **ARTICLE II: COMMENCEMENT AND DURATION**

This Corporation shall commence in existence upon the filing of these Articles and shall exist perpetually thereafter.

### **ARTICLE III: PURPOSE**

The purpose for which this Corporation is organized is to do business or engage in any activity permitted to corporations under the laws of the United States and of the State of Florida including, but not limited to, manufacturing and fabrication of cabinets and millwork.

### **ARTICLE IV: PRINCIPAL OFFICE**

The address of the principal office and the mailing address of the Corporation is 700 51<sup>st</sup> Street South, Gulfport, Florida 33707.

### **ARTICLE V: CAPITAL STOCK AND AUTHORIZED SHARES**

This Corporation is authorized to issue only one class of common stock to comply with the Internal Revenue Code requirements for S Corporation in order to gain certain special taxation benefits. The common stock shareholders shall have full voting rights and shall be entitled to receive the net assets of the Corporation on dissolution.

The Corporation shall have the authority to issue 1000 shares of Capital Stock with a par value of One Dollar (\$1.00) per share. As an initial issue 1000 shares of the Capital Stock of the Corporation shall be issued for cash at a par value of One Dollar (\$1.00) per share.

The sum of the par value of all shares of Capital Stock of the Corporation that have been issued shall be the stated capital of the Corporation at any particular time.

The holders of the outstanding Capital Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the Capital Stock of the Corporation.

**ARTICLE VI: S CORPORATION RESTRICTION**

The transfer of the Corporation's shares is restricted in order to maintain the Corporation's status as an S corporation. The number and identity of the shareholders are restricted by the Internal Revenue Code in order to maintain the S-corporation election under federal and state tax laws.

**ARTICLE VII: INITIAL REGISTERED AGENT AND OFFICE**

The initial registered agent of the Corporation is Michael Bowers and the initial registered address of the office of this Corporation shall be 700 51<sup>st</sup> Street South, Gulfport, Florida 33707. He will accept service of process for the corporation at this address and who upon accepting this designation, agrees to comply with the provisions of Section 48.019, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

**ARTICLE VIII: INCORPORATOR**

The name and address of the incorporator is Michael Bowers, 12235 Sun Vista Court East, Treasure Island, Florida 33706.

**ARTICLE IX: NUMBER OF DIRECTORS**

The number of Directors of this Corporation shall be not less than two. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the Shareholders, but shall never be less than two.

**ARTICLE X: INCORPORATION DIRECTORS**

The name and address of the persons who shall serve as incorporation directors until the first annual meeting of Shareholders, or until their successors shall have been elected and qualified, are Michael Bowers of 12235 Sun Vista Court East, Treasure Island, Florida 33706, Margaret Pallett of 12235 Sun Vista Court East, Treasure Island, Florida 33706, and Kirby Rohrer of 2621 Upton Street South, Gulfport, Florida 33707.

**ARTICLE XI: AMENDMENT OF ARTICLES**

The Shareholders shall have power to adopt, amend, or repeal these Articles of Incorporation when proposed and approved at a Shareholders meeting, with not less than a two-thirds vote of the common stock.

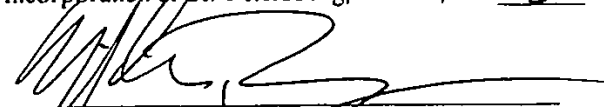
**ARTICLE XII: ADOPTION OF BY-LAWS**

The Shareholders of this Corporation shall have the power to adopt the initial By-Laws.

### ARTICLE XIII: PREEMPTIVE RIGHTS

The holders of the common stock of this Corporation shall have preemptive rights to purchase, at prices, terms, and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this Corporation as may be issued for money or any property or services from time to time (except future services), in addition to that stock authorized and issued by the Corporation. The preemptive right of any holder is determined by the ratio of the authorized & issued shares of common stock held by the holder to all shares of common stock currently authorized and issued.

IN WITNESS WHEREOF, THE UNDERSIGNED has made and subscribed to these Articles of Incorporation at St. Petersburg, Florida, this 8<sup>th</sup> day of May 19 97.

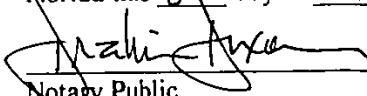


Michael Bowers, Original Incorporator and Incorporation Director

### STATE OF FLORIDA COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared Michael Bowers known by me to be the persons described above, and he did sign the foregoing as Original Incorporator and Incorporation Director, and he were sworn.

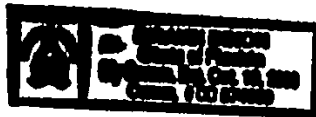
IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at St. Petersburg, Florida this 8<sup>th</sup> day of May 19 97.



Notary Public

My commission number is:

My commission expires:



IN WITNESS WHEREOF, THE UNDERSIGNED has made and subscribed to these Articles of Incorporation at St. Petersburg, Florida, this 5<sup>th</sup> day of May 1997.

M. Pallett  
Margaret Pallett, Incorporation Director

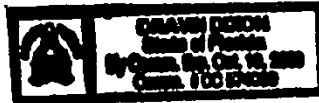
Kirby Rohrer  
Kirby Rohrer, Incorporation Director

**STATE OF FLORIDA  
COUNTY OF PINELLAS**

BEFORE ME, the undersigned authority, personally appeared Margaret Pallett and Kirby Rohrer known by me to be the persons described above, and they did sign the foregoing as Incorporation Directors, and they were sworn.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at St. Petersburg, Florida this 8<sup>th</sup> day of May 1997.

Frank J. Fox  
Notary Public  
My commission number is:  
My commission expires:



**ACCEPTANCE OF REGISTERED AGENT**

I, Michael Bowers of 700 51<sup>st</sup> Street South, Gulfport, FL 33707, having been named to accept service of process for YOUR WAY INDUSTRIES, INC. at the place designated in the Articles of Incorporation agree to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

This 8<sup>th</sup> day of May, 1997.

Michael Bowers  
Michael Bowers, Registered Agent

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TALLAHASSEE, FLORIDA