

197000046377

CAPITAL CONNECTION, INC.

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

Niedland Holdings,
Inc.

MAY 27 11:35 AM

Signature _____

Requested by:

Name _____

Date _____

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Walk-In _____

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Art of Inc. File _____

LTD Partnership File _____

Foreign Corp. File 608002190875 - 6
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L.C. File _____

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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
NIEDLAND HOLDINGS, INC.

FILED
97 MAY 27 AM 10:10
RECEIVED STATE
TREASURER, FLORIDA

THE UNDERSIGNED, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I
NAME

The name of this corporation is Niedland Holdings, Inc.

ARTICLE II
EFFECTIVE DATE AND DURATION

The effective date of this corporation shall be the date of the filing of these Articles with the Secretary of State of Florida and the duration of this corporation is perpetual.

ARTICLE III
PURPOSE

The purpose of this corporation is to engage in any and all lawful business purposes, and any other activity or business permitted under the laws of the United States and Florida.

ARTICLE IV
STOCK

The aggregate number of shares which this corporation shall have authority to issue is 10,000 shares of Class A stock at \$1.00 par value per share. Fully-paid stock of this corporation shall not be liable to any further call or assessment. 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, to the extent of the par value of such shares, and the excess, if any, of consideration received for such shares shall constitute capital surplus.

ARTICLE V
AUTHORITY TO ISSUE WARRANTS

The corporation is hereby expressly authorized and empowered, from time to time, by resolution of its Board of Directors, to create and issue, whether or not in connection with the issue and sale of any shares or other securities of the corporation, rights or options entitling the holders or owners thereof to purchase or acquire from the corporation any shares of any class of series of other securities, whether now or hereafter authorized, such rights or options to be evidenced by or in such warrants or other instruments as shall be approved by the Board of Directors. The terms upon which, the time or times, which may be limited or unlimited in duration, at or within which, and the price or prices at which, any such shares or other securities may be purchased or acquired from the corporation upon the exercise of any such rights or options shall be such as shall be fixed in a resolution or resolutions adopted by the Board of Directors providing for the creation and issue of such rights or options, and set forth or incorporated by reference in the warrants or other instruments evidencing such rights or options, and as shall be permitted by law. The Board of Directors is hereby authorized and empowered to authorize the creation and issue of any such right or options and any such warrants or other instruments from time to time. Any and all shares which may be purchased or acquired or issued upon the exercise of any such right or option shall be deemed fully paid and not liable to any further call or assessment, or partly paid or liable to further call or assessment, as the terms of the warrants or other instruments evidencing such rights or options shall provide. Except as otherwise provided by law, the Board of Directors shall have full power and discretion to prescribe and regulate from time to time the procedure to be followed in, and all other matters concerning, the creation, issue, and exercise of any such rights and options and such warrants or other instruments, and the setting aside of shares or other securities for the purpose thereof, and the issuance of such shares or other securities upon the exercise thereof.

ARTICLE VI
AMENDMENT

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a shareholders meeting called for that purpose.

ARTICLE VII
PRINCIPAL PLACE OF BUSINESS,
INITIAL OFFICE AND AGENT

The street address of this corporation's initial registered office in Florida is the law offices of Joseph C. Kempe, P.A., America Plaza, Suite 400, 1070 East Indiantown Road, Jupiter, Florida 33477, and the name of its initial registered agent at that address is Joseph C. Kempe, Esq. The principal place of business shall also be at that same address.

ARTICLE VIII
DIRECTORS

The number of directors constituting the initial Board of Directors of this corporation is one (1). The name and address of persons who are to serve as directors until the first annual meeting of shareholders, or until her successors are elected and qualified, as appointed by the Incorporator of the Corporation, is:

<u>Name</u>	<u>Address</u>
Suzanne L. Niedland	3127 Casseekey Island Road Jupiter, Florida 33477

ARTICLE IX
INCORPORATOR

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Joseph C. Kempe, Esq.	Joseph C. Kempe, P.A. America Plaza, Suite 400 1070 East Indiantown Road Jupiter, FL 33477

ARTICLE X
COMMON DIRECTORS
TRANSACTIONS BETWEEN CORPORATIONS

No contract or other transaction between this corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest, or because such director or directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or because his or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested director; or (b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the corporation. Such contracts or transactions shall include, but not be limited to, the payment of salaries or other compensation pursuant to agreement or duly ratified minutes or bylaws of the corporation.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves, or ratifies such contract or transactions.

ARTICLE XI
BYLAWS

The Bylaws of the corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Board of Directors or by the affirmative vote of a majority of shareholders at any meeting thereof.

DATED THIS 21st day of May 1997.

Joseph C. Kempe, Esq., Incorporator

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 21st day of May, 1997, by Joseph C. Kempe, Esq.,

- [☒] who is personally known to me
[] who has produced _____ as identification

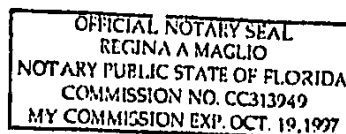
and who [did/did not] take an oath, and who acknowledged before me that he executed the same as his free and voluntary act for the uses and purposes therein set forth.

Regina A. Maglio

REGINA A MAGLIO
(Print name of Notary)

Notary Public

Commission Number: _____



ACKNOWLEDGEMENT AND ACCEPTANCE

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.

DATED: the 21st day of May, 1997

Joseph C. Kempe, Esq., Registered Agent

STATE OF FLORIDA)

)

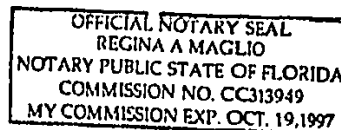
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 24th day of May, 1997, by Joseph C. Kempe, Esq.,

☒ who is personally known to me
☐ who has produced _____ as identification

and who [did/did not] take an oath, and who acknowledged before me that he executed the same as his free and voluntary act for the uses and purposes therein set forth.

Regina A. Maglio
REGINA A MAGLIO
(Print name of Notary)
Notary Public
Commission Number: _____



FILED
97 MAY 27 AM 10:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

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

Niedland Holdings, Inc., a Florida Corporation, desiring to organize under the laws of the State of Florida, with its principal place of business as indicated in the foregoing Articles of Incorporation, State of Florida, has named Joseph C. Kempe, Esq., located at the law offices of Joseph C. Kempe, Esq., America Plaza, Suite 400, 1070 East Indiantown Road, Jupiter, Florida 33477, as its agent to accept service of process within Florida, and as its Statutory Registered Agent.

FILED
97 MAY 27 AM 10:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA