

797000047429

**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 29 PM 1:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dakota Roofing, Inc.

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-05/29/97--01014--003  
\*\*\*\*122.50 \*\*\*\*122.50

- ☒ 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 \_\_\_\_\_

K.R. MAY 29 1997

Signature \_\_\_\_\_

Requested by: \_\_\_\_\_

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

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

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

RECEIVED  
97 MAY 29 AM 10:12  
DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION**

**OF**

**DAKOTA ROOFING, INC.**

FILED  
97 MAY 29 PM 1:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as the Incorporator of a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

**I.  
CORPORATE NAME**

The name of the corporation shall be:

DAKOTA ROOFING, INC.

**II.  
PRINCIPAL OFFICE**

The principal office of this corporation shall be located at:

4731 West Atlantic Avenue, Suite B-14  
Delray Beach, Florida 33445

**III.  
NATURE OF CORPORATE BUSINESS**

This corporation is organized to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**IV.  
CAPITAL STOCK**

The maximum number of shares of stock that the corporation is authorized to have

outstanding at any time shall be ONE HUNDRED (100) shares of common stock at One (\$1.00) Dollar par value per share.

**V.  
DURATION**

The corporation shall have perpetual existence.

**VI.  
INITIAL REGISTERED AGENT  
AND  
INITIAL REGISTERED OFFICE**

The corporation's initial registered agent and registered office in the State of Florida shall be:

R. BOWEN GILLESPLIE, III  
Suite 300  
1515 South Federal Highway  
Boca Raton, Florida 33432

**VII.  
INCORPORATOR**

The name and address of the Incorporator is:

R. BOWEN GILLESPLIE, III  
Suite 300  
1515 South Federal Highway  
Boca Raton, Florida 33432

**VIII.  
BOARD OF DIRECTORS**

The number of directors may be altered from time to time by the Bylaws adopted by the shareholders. However, the corporation shall have no less than one (1) director at any time. The

name and address of the initial director of this corporation is:

THOMAS J. CIAMBRONE  
4731 West Atlantic Avenue, Suite B-14  
Delray Beach, Florida 33445

**IX.**  
**INFORMAL CORPORATE ACTIONS**

If all the shareholders or all of the directors, severally or collectively, consent in writing to any action taken or proposed to be taken by the corporation, and the writing(s) evidencing their consent is (are) filed with the secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the shareholders or at a meeting of the Board of Directors.

**X.**  
**PREEMPTIVE RIGHTS**

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the same ratio that the number of shares the shareholder owns at the time of such issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting the shareholder to exercise his or her preemptive rights. This preemptive right may also be waived by an affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of said notice from the corporation.

**XI.**  
**INFORMAL DIRECTOR ACTION**

If all of the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

**XII.**  
**INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the extent permitted by law.

**XIII.**  
**BYLAW AMENDMENT**

The power to adopt, alter, amend or repeal these Articles of Incorporation or the Bylaws of this corporation shall be vested in the Board of Directors and Shareholders as provided by the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida this 22<sup>nd</sup> day of May, 1997.


  
R. Bowen Gillespie, III, Incorporator

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared R. BOWEN GILLESPIE, who, is to me personally known to be the person described in, and who executed, the foregoing Articles of Incorporation as the Incorporator of DAKOTA ROOFING, INC., and he acknowledged to me that he executed the same for the uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in said County and State, this 22<sup>nd</sup> day of May, 1997.

  
CHRISTINE E. VIDOUREK, Notary Public  
My Commission expires:



**CERTIFICATE DESIGNATING PLACE OF  
BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THE  
STATE AND NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

In compliance with the requirements of Chapter 48.091, Florida Statutes, the following is submitted:

DAKOTA ROOFING, INC.

a corporation under the laws of the State of Florida, with its principal office at 4731 West Atlantic Avenue, Suite B-14, Delray Beach, Florida 33443, has named R. BOWEN GILLESPIE, 1515 South Federal Highway, Suite 300, Boca Raton, Florida 33432, as its agent to accept service of process within said State.

**ACCEPTANCE OF RESIDENT AGENT**

Having been named as resident agent to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby accept such nomination and agree to comply with the provisions of Section 48.091 of the Florida Statutes, relative to the duties imposed therein on a Florida resident agent.

  
\_\_\_\_\_  
R. BOWEN GILLESPIE  
Resident Agent

christianclerk inc/dakota

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA