

TRANSMITTAL LETTER

P97000048492

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
CLERK OF STATE
CORPORATIONS
97 MAY 30 AM 8:25

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SUBJECT:

THE TROSCAN COMPANY

(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM:

William E. Higginbotham
Name (Printed or typed)

813 Wingo St.
Address

Orlando, FL 32803
City, State & Zip

(407) 841-3220 EXT. 124
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

RP
6-3-97

ARTICLES OF INCORPORATION
OF
THE TRUSCAN COMPANY

The undersigned, a citizen of the United States, desiring to form a corporation for profit under the Florida General Corporation Act, does hereby certify;

FIRST: The name of said corporation shall be;

THE TRUSCAN COMPANY

SECOND: The place where its principle office is to be located is 813 Wingo Street, Orlando, Fl. 32803.

THIRD: The purpose of said corporation is to engage in any lawful act or activity for which corporations may be formed under the Florida General Corporation Act.

FOURTH: The maximum number of shares which the corporation is authorized to have outstanding shall be Ten Thousand (10,000). All of which shares shall have no par value.

FIFTH: The address of the initial registered office of the corporation is 813 Wingo Street, Orlando, Fl. 32803. The registered agent at that address is William E. Higginbotham.

SIXTH: The number of Directors constituting the initial board of directors is one (1), and the names and addresses of the persons who shall serve as directors until the first meeting of the shareholders or until their successors are duly elected and qualified are as follows;

DIRECTOR

ADDRESS

William E. Higginbotham	813 Wingo Street Orlando, Fl. 32803
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SEVENTH: The name and address of the incorporator is William E. Higginbotham, 813 Wingo St., Orlando, Florida 32803.

EIGHTH: The corporation, through its Board of Directors, shall have the right and power to repurchase any of its outstanding shares at such price and upon such terms as may be agreed upon between the corporation and the selling shareholder(s).

NINTH: The Board of Directors is hereby authorized to fix and determine whether any, and, if any, what part of the surplus, however created or arising, shall be used or disposed of or declared in dividends or paid to shareholders, and, without action by the shareholders, to use and supply surplus, or any part thereof, or such part of the stated capital of the corporation as is permitted under the provisions of the Florida General Corporation Act, or any statute of like tenor or effect which is hereafter enacted, at any time, or from time to time, in the purchase or acquisition of shares of

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any class, voting trust certificates for shares, bonds, debentures, notes, script, warrants, obligations, evidences of indebtedness to the corporation, or other securities of the corporation, to such extent or amount and in such manner and upon such terms as the Board of Directors shall deem expedient.

TENTH: A Director or officer of the corporation shall not be distinguished by his office from dealing or contracting with the corporation as a vendor, purchaser, employee, agent or otherwise. No transaction or contract or act of the corporation shall be void or voidable or in any way affected or invalidated by reason of the fact that any director or officer of the firm of which any director or officer is a member, or any company of which any director or officer is a shareholder, director or trustee, or any trust of which any director or officer of the corporation is a trustee or beneficiary, is in any way interested in such transaction or gains or profits directly or indirectly realized by him by reason of the fact that he or any firm of which he is a member, company of which he is a shareholder, director or trustee or beneficiary, is interested in such transaction or contract or act. Without limiting or qualifying the foregoing, if in any judicial or other inquiry, suit, cause or proceeding, the question of whether a director or officer of the corporation has acted in good faith is material, then notwithstanding any statute or rule of law or equity to the contrary, his good faith shall be presumed, in the absence of proof to the contrary by clear and convincing evidence.

ELEVENTH: Except as otherwise provided herein, every person who is or was a director or officer of the corporation and his heirs and legal representatives is hereby indemnified by the corporation against expenses and liabilities actually and reasonably incurred by him in connection with the defense of either (1) any action, suit or proceeding, threatened, pending, or completed (proceeding), to which he may be a party defendant, (2) any proceeding by or in the right of the corporation to procure a judgement in its favor by reason of the fact that he is or was a director or officer of the corporation or, (3) any claim of liability asserted against him, by reason of his being or having been a director or officer of the corporation, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the corporation ("good faith") and, with respect to any criminal action or proceeding, he had no reasonable cause to believe his conduct was unlawful ("reasonable cause"). The termination of any proceeding by judgement, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that he did not act in good faith and with reasonable cause. The corporation shall not,

however, indemnify any director or officer with respect to any matter in any proceeding by or in the right of the corporation to procure a judgement in its favor in which he shall be finally adjudicated liable for negligence or misconduct in the performance of his duties as such director or officer, nor in the case of a settlement thereof, unless the court having jurisdiction of the proceeding against such director or officer shall determine upon application that such director or officer, in view of all the circumstances of the proceeding, is fairly and reasonably entitled to indemnity, despite the adjudication of liability, and the directors of the corporation constituting a quorum shall determine, upon the finding and recommendation of independent legal counsel (meaning a lawyer who is not a director, officer, or employee of the corporation and is not a partner or professional associate of a director, officer or employee of the corporation), by a two-thirds (2/3) vote that such officer or director is fairly and reasonably entitled to indemnity. The foregoing right of indemnification shall be in addition to all rights to which any such director or officer may be entitled as a matter of law. Each person (including a director or officer of the corporation) who, at the request of the corporation owns shares of or is a creditor of the corporation may, by action of the Board of Directors, be indemnified by the corporation to the same extent that directors and officers of the corporation are indemnified by the Article Eleventh. As provided herein, the term "expenses" without limitation, includes attorney fees, fines or any amount paid or agreed to be paid in satisfaction of a judgement or in settlement of a judgement or claim of liability other than any amount paid or agreed to be paid to the corporation itself.

IN WITNESS WHEREOF, I have hereunto set my hand this ____ day of _____, 1997.

INCORPORATOR: _____
William E. Higginbotham

ACCEPTED BY REGISTERED AGENT: _____
William E. Higginbotham

TO ALL WHO SHALL SEE THE PRESENTS, GREETINGS;

This is to certify that on this the 28TH day of May 1997
there appeared before me William E. Higginbotham, known by me
to be William E. Higginbotham, who swears and/or affirms that
the foregoing instrument entitled "ARTICLES OF INCORPORATION
OF THE TRUSCAN COMPANY", identified as pages 1 through 4,
(including this page), is the result of his own initiative
and that the information set forth herein is true and correct
to the best of his knowledge and belief.

William E. Higginbotham

Linda M. Kreul
My commission expires 9 / 21 / 2000



LINDA M. KREUL
My Comm Exp 9/21/2000
Bonded By Service Ins
No CC586972

☒ Personally Known ☐ Other I D

ARTICLES OF INCORPORATION

FILED
CLERK OF STATE
97 MAY 30 AM 8:26

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: *THE TRUSCAN COMPANY*

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

*813 Wingo ST.
ORLANDO, FL. 32803*

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

10,000

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

*William E. Higginbotham
813 Wingo ST.
ORLANDO, FL. 32803*

ARTICLE V INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are:

*William E. Higginbotham
813 Wingo ST.
ORLANDO, FL. 32803*

William E. Higginbotham

Signature/Incorporator

5-28-97

Date

(An additional article must be added if an effective date is requested.)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent

William E. Higginbotham

Signature/Registered Agent

5-28-97

Date