

P97000053784

Charter Number Only

6/11/97

Alejandro Constantino

Requestor's Name

728 SW 100 Court Circle

Address

MIAMI FL 33174

City

State

ZIP

Phone

221-8054C

VALIDATION ONLY

FILED

97 JUN 18 AM 11:57

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

600002210176--4

-06/12/97-01052-006

\*\*\*\*122.50 \*\*\*\*122.50

CORPORATION(S) NAME

Windy Turbines, Inc.



Empire Toll Free: 1-800-432-3028

☒ Profit

( ) NonProfit

( ) Amendment

( ) Merger

( ) Foreign

( ) Dissolution

( ) Mark

( ) Limited Partnership

( ) Annual Report

( ) Other

( ) Reinstatement

( ) Reservation

( ) Change of Registered Agent

☒ Certified Copy

( ) Photo Copies

( ) Certificate Under Seal

( ) Call When Ready

( ) Call If Problem

( ) After 4:30

☒ Walk In

( ) Will Wait

☒ Pick Up

( ) Mail Order

DIVISION OF CORPORATION

97 JUN 12 AM 10:37

RECEIVED

CERTIFIED COPY

K.R. JUN 18 1997

W97-13804

K.R. JUN 12 1997

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CR2E031 (R8-85)



**FLORIDA DEPARTMENT OF STATE**

**Sandra B. Mortham**  
Secretary of State

June 12, 1997

**EMPIRE**

**TALLAHASSEE, FL**

**SUBJECT: WINDY TURBINES, INC.**  
**Ref. Number: W97000013804**

We have received your document for WINDY TURBINES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

**Kimberly Rolfe**  
Document Specialist

Letter Number: 997A00031647

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JUN 18 AM 10:25  
97

FILED  
97 JUN 18 AM 11:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
*of*  
**WINDY TURBINES, INC.**

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of Delaware, hereby adopt(s) the following Articles of Incorporation:

**ARTICLE I**  
**CORPORATE NAME**

The name of this corporation is WINDY TURBINES, INC..

Its principal an mailing adress is:

20119 SW 124CT  
MIAMI FLORIDA 33177

**ARTICLE II**  
**SHARES**

The total number of shares which the corporation shall have authority to issue is 1000 shares with a par value of \$1.00 per share.

**ARTICLE III**  
**REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

ELIA BEAULIEU  
WINDY TURBINES, INC.  
20119 SW 124CT  
DADE County  
MIAMI, FL 33177

I hereby familiar with and accept the duties and responsibilities as registered agent for said corporation.

Accepted:

  
Elia Beaulieu

#### **ARTICLE IV PURPOSE**

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

#### **ARTICLE V DIRECTORS**

The names and residence addresses of the persons constituting the initial board of directors are:

KEITH BEAULIEAU  
20119 SW 124TH CT  
MIAMI, FL 33177

ELIA BEAULIEU  
20119 S.W. 124TH CT.  
MIAMI, FL 33177

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

#### **ARTICLE VI LIABILITY OF DIRECTORS**

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held

harmless by the corporation to the fullest extent permitted by law.

## **ARTICLE VII OTHER PROVISIONS**

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

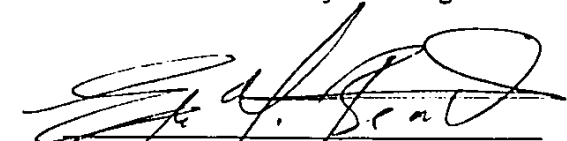
Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

Corporate Seal. The corporation shall have a corporate seal, which shall be affixed to all deeds, mortgages, and other instruments affecting or relating to real estate.

Execution of Written Instruments. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

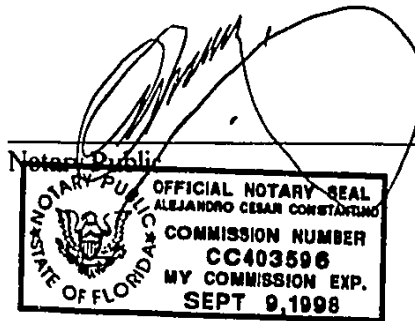
**Certification**

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.

  
ELIA BEAULIEU, Incorporator  
20119 S.W. 124TH CT.  
MIAMI, FL 33177

State of Florida, County of Dade, ss:

Subscribed and sworn to (or affirmed) before me this 17 day of JUNE,  
1997.



FILED  
97 JUN 18 AM 11:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA