

CONTACT:

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599857/58

UCC FILING & SEARCH SERVICES, INC.

(Requestor's Name)

526 EAST PARK AVENUE

(Address)

TALLAHASSEE FL 32301

(City, State, Zip)

(904) 681-6528

(Phone #)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1

Affordable Lighting and Electrical Distributors

(Corporation Name)

(Document #)

2

(Corporation Name)

(Document #)

3

(Corporation Name)

(Document #)

4

(Corporation Name)

(Document #)

☒ Walk In☐ Pick Up Time☐ Mail Out☐ Will Wait☐ Photocopy☒ Certified Copy☐ Certificate of Status☐ Certificate of Good Standing☐ ARTICLES ONLY☐ ALL CHARTER DOCUMENTS☐ Certificate of FICTITIOUS NAME☐ FICTITIOUS NAME SEARCH☐ CORP SEARCH

K.R. JUL 14 1997

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R A, Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

HOLD FOR
PICKUP BY
UCC SERVICES

Examiner's Initials

RECEIVED
97 JUL 11 PM 3:00
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

OF

AFFORDABLE LIGHTING AND ELECTRICAL DISTRIBUTORS, INC.

The undersigned incorporators to these Articles of Incorporation, natural persons competent to contract, hereby associate themselves to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is **AFFORDABLE LIGHTING AND ELECTRICAL DISTRIBUTORS, INC.**

ARTICLE II. DURATION

This corporation shall exist perpetually.

ARTICLE III. PURPOSE

This corporation is organized as a business corporation for the purpose of transacting any or all lawful business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue One Hundred (100) shares, all of which shall be voting common shares with a par value of \$1.00 dollar. All stock when issued shall be fully paid for and shall be nonassessable.

ARTICLE V. PREEMPTIVE RIGHTS

No stockholder may sell or pledge this stock to any other person, firm, or corporation who is not a stockholder in this corporation unless he first notifies the corporation in writing, by registered mail, at its address listed with the Secretary of State for service of process at least six (6) months prior to such sale or pledge, such notice offering the same stock at the same terms to the corporation or to any holder of stock in the corporation, and no such sale or pledge shall be a valid transfer upon the books of the corporation if it occurs prior to the end of the six (6) months following the notice hereby required. Provided that if the corporation and each of its stockholders has refused to purchase such stock in a writing filed with the corporation, then such sale or pledge may be made at any time. This corporation shall have and reserve the right in issuing its capital stock reserves to repurchase any share or shares from any holder of such stock whether a person, estate, trust or corporation, firms or partnership upon the approval of a resolution authorizing and directing such a purchase by the Board of Directors of this corporation, approved by a majority of the stockholders assembled in any regular or special meeting; the owner or the holder of the stock shall be paid the full value of the stock at the time of the purchase by the corporation, such purchase price to be paid from the surplus of the corporate assets over liabilities including capital. This prohibition shall not preclude

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a stockholder transferring all or any part of his holdings to a family member, or to a trustee of a trust, whether living or testamentary, revocable or irrevocable, or by will without complying with the provisions of this paragraph.

The shares represented by this certificate have not been registered under the Securities Act of 1933 or Chapter 517, Florida Statutes. The shares have not been acquired with a view to, or in connection with, any distribution thereof and may not be sold, pledged, hypothecated, transferred or otherwise disposed of in the absence of an effective registration statement for the shares under the Securities Act of 1933 and Chapter 517 or an opinion of counsel satisfactory to the corporation that registration is not required under such Act and Chapter.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

**1006 N. Woodland Boulevard
DeLand, FL 32720**

and the name of the initial registered agent of this corporation at this address is:

William C. Kelly, Jr.

ARTICLE VII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of this corporation is:

**299 West Virginia Avenue
DeLand, FL 32720-1241**

and the mailing address of this corporation is:

**299 West Virginia Avenue
DeLand, FL 32720-1241**

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial directors of the corporation are:

NAME	ADDRESS
Perry Carrell	299 West Virginia Avenue DeLand, FL 32720-1241
Howard Carrell	299 West Virginia Avenue DeLand, FL 32720-1241

ARTICLE IX. OFFICERS

The officers of this corporation shall be a President, Vice President, Secretary, Treasurer and such other officers as the directors shall deem necessary. The names, titles and street addresses of the first officers of the corporation who shall hold office subject to the provisions of these Articles of Incorporation, the Bylaws of this corporation, and the laws of the State of Florida, for the first year of the corporation's existence or until their successors are elected and have qualified are as follows:

PRESIDENT:	Perry Carrell
TREASURER/SECRETARY:	Howard Carrell

ARTICLE X. INCORPORATORS

The name and address of the persons signing these Articles are:

Perry Carrell	299 West Virginia Avenue DeLand, FL 32720-1241
Howard Carrell	299 West Virginia Avenue DeLand, FL 32720-1241

ARTICLE XI. BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE XII. RESTRICTIONS ON TRANSFER OF STOCK

If the shareholders of this corporation elect for this corporation to be taxed as a Subchapter S corporation (as that term is defined in the Internal Revenue Code) then the following provisions shall apply.

1. No stockholder shall transfer all or any part of his shares of the corporation's stock if that transfer would cause an election made by the corporation to be taxed as an S corporation to terminate. Any such purported transfer shall be null and void. Without limiting the foregoing, any purported transfer will be null and void if, under the provisions of the Internal Revenue Code in effect at the time of the purported transfer:

- (a) the transferee is a person ineligible to be a stockholder in an S corporation, or
- (b) the number of stockholders in the corporation immediately after the transfer would exceed the maximum number an S corporation is allowed to have.

This provision is subject to more specific provisions which may be set forth within the Bylaws of this corporation.

ARTICLE XIII. MANAGEMENT OF CORPORATION BY BOARD OF DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the Board of Directors of this corporation.

ARTICLE XIV. POWERS

This corporation is organized for the transaction of any and all lawful business for which corporation may be incorporated under the Florida Business Corporation Act.

ARTICLE XV. MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in general meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE XVI. ACTION OF DIRECTORS WITHOUT A MEETING


The directors of this corporation may take action by written consent, as provided by law.

ARTICLE XVII. AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 10 day of ~~June~~, 1997.

July



PERRY CARRELL, Incorporator


HOWARD CARRELL, Incorporator

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

The undersigned incorporators of **Affordable Lighting and Electrical Distributors, Inc.**, hereby designates the following individual as registered agent for this corporation.

William C. Kelly, Jr.


Perry Carrell, Incorporator


Howard Carrell, Incorporator

ACCEPTANCE OF REGISTERED AGENT

The undersigned does hereby accept the designation as registered agent of **Affordable Lighting and Electrical Distributors, Inc.**

DATED this 15th day of June, A.D. 1997.

July


William C. Kelly, Jr.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF VOLUSIA

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared **Perry Carrell**, known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 1st day of July, 1997.

Lillie Parris

Notary Public, State of Florida

Lillie Parris

Printed/Typed Name of Notary
Commission No.

My Commission Expires:

Personally Known

Type of Identification Produced



LILLIE M. PARRIS
MY COMMISSION # CC 810128
EXPIRES: December 28, 2000

Bonded Thru Notary Public Underwriters

A Florida Drivers License

STATE OF FLORIDA

COUNTY OF VOLUSIA

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared **Howard Carrell**, known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 1st day of July, 1997.

Lillie Parris

Notary Public, State of Florida

Lillie Parris

Printed/Typed Name of Notary
Commission No.

My Commission Expires:

Personally Known

Type of Identification Produced



LILLIE M. PARRIS
MY COMMISSION # CC 810128
EXPIRES: December 28, 2000

Bonded Thru Notary Public Underwriters

A Florida Drivers License

