

P97000075514

TRANSMITTAL LETTER

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

700002280707--0
-08/29/97--01016--005
*****70.00 *****70.00

~~4-25-1997~~

SUBJECT: Wilkerson Temperature Products, Inc.
(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: Joe E. Wilkerson
Name (Printed or typed)

2915 Parkway Street
Address

Lakeland, FL 33811
City, State & Zip

941-647-2000
Daytime Telephone number

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

TM-9/2/97

ARTICLES OF INCORPORATION

OF

WILKERSON TEMPERATURE PRODUCTS, INC.

FIRST: The name of this corporation is Wilkerson Temperature Products, Inc.

SECOND: The general nature of the business or businesses to be transacted by this Corporation, together with and in addition to those powers conferred by the laws of Florida and the United States of America and the principles of common law upon corporations organized under and by virtue of the laws of Florida, is the following, viz:

To develop, manufacture, assemble, fabricate, import, lease, purchase, or otherwise acquire, invest in, hold, use, license the use of, install, handle, maintain, service or repair, sell, pledge, mortgage, exchange, export, distribute, lease, assign, and otherwise dispose of, and generally to trade and deal in and with, as principal or agent, at wholesale, retail, on commission, or otherwise, electronic systems, equipment and components, and electrical, mechanical, and electromechanical apparatus and equipment of every kind and description, electronic, telecommunication, communication, transmitting, receiving, recording, reproducing, and similar equipment of every description, microwave devices and equipment, radio, sonar, radar, television, and related devices and equipment, and similar goods, wares, merchandise, commodities, articles of commerce, and property of every kind and description, and any and all products, machinery, equipment, and supplies used or useful in connection therewith;

To buy, sell, deal in, lease, hold or improve real

to acquire by purchase, lease, hire or otherwise, lands, tenements, hereditaments or any interest therein, and to improve the property of the Corporation, and to sell, lease, mortgage and pledge or otherwise dispose of the lands, tenements, hereditaments or other property of the Corporation; to construct, erect, equip, repair and improve houses, buildings, public or private roads and all appurtenances and equipment necessary thereto or connected therewith;

To take, own, hold, deal in, mortgage or otherwise give liens against, and to lease, sell, exchange, transfer or in any manner whatever, to dispose of real property within or without the State of Florida, wherever situated;

To manufacture, purchase or otherwise acquire in any lawful manner and to hold, own, mortgage, pledge or otherwise to give liens against, lease, sell, assign, transfer, or in any manner dispose of, deal in and trade with and invest in goods, wares and merchandise and property of any kind and class, both within the State of Florida and without said State;

To negotiate, purchase, hold and transfer title to both tangible and intangible personal property, both for itself and as agent for others; and to collect commissions, fees or other remuneration in connection therewith;

To manufacture, sell and distribute any articles which the Board of Directors or Stockholders of this Corporation sees fit to manufacture, sell or distribute, and to operate maintenance and repair business in connection with or related thereto;

To acquire the good will, rights and property, and the whole, or any part of the assets, tangible and intangible, of

the liabilities of any person, firm or corporation; to pay for the good will, rights, property and assets in cash, stock of this Corporation, bonds or otherwise, or by undertaking the whole, or any part, of the liabilities of the transferred; to hold, or in any manner dispose of, the whole, or any part, of the property so purchased; to conduct in any lawful manner the whole, or any part, of such business so acquired; and to exercise all powers necessary or convenient in and about the conduct and management of the acquired business.

To undertake and carry out the incorporation, consolidation, organization, reorganization, reconstruction, administration, liquidation, financing or financial readjustment of any corporation formed, or to be formed, or of any under taking, business, affairs or interest, and to transact any business necessary or incidental thereto;

To apply for, purchase, register, or in any manner to acquire and hold, own, use, operate and introduce, sell, lease, assign, pledge or in any manner dispose of, or otherwise deal with patents, patent rights, licenses, copyrights, trademarks, trade names; and to acquire, own, use or in any manner dispose of any and all inventions, improvements, processes, labels, designs, brands, or other rights, and to work, operate, or develop them, and to carry on any business, manufacturing or otherwise, which may directly or indirectly effectuate these objects or any of them;

To enter into, make and perform contracts of every kind for any lawful purpose, with any person, firm, association or corporation, municipality, body politic, territory, state, government, or any dependency thereof;

secured by mortgages, pledges or otherwise, without limit as to the amount for the purpose of the business; and to secure the same by mortgages, pledges or otherwise;

To join or enter into partnership agreements, cooperative agreements or agreements for a joint enterprise, with any person, firms, associations or corporations, and to engage in and carry on any business as a partner in a partnership that the Corporation is authorized to engage in;

To do all and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation or any amendment hereof or necessary or incidental to the protection and benefit of the Corporation, and to have and exercise all the power conferred by the laws of the State of Florida upon corporations and, in general, to carry on any lawful business necessary or incidental to the attainment of the objects of the Corporation, whether or not such business is similar in nature to the objects set forth in these Articles of Incorporation, and to perform any other act or thing which may tend to promote the interest of this Corporation and is not forbidden by law to the same extent as natural persons might or could do, and the foregoing clauses shall be construed both as objects and powers, and it is expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this Corporation.

THIRD: The maximum number of shares of stock that this Corporation is authorized to have outstanding at one time is Ten Thousand (10,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

FOURTH: The amount of capital with which this Corporation will begin business is Five Hundred Dollars

FIFTH: This Corporation is to exist perpetually.

SIXTH: The initial street address of the principal office of this Corporation in the State of Florida is 2915 Parkway Street, Lakeland, Florida 33811.

SEVENTH: This Corporation shall have three (3) Directors initially. The number of Directors may be increased from time to time by By Laws adopted by the Stockholders, but shall never be less than three (3).

EIGHTH: The name and street address of the members of the first Board of Directors and subscribers to these Articles of Incorporation are:

JOE E. WILKERSON	2805 Cypress Court Plant City, Florida 33567
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JOHN D. WILKERSON	3109 South Polk Ave Lakeland, Florida 33803
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TIMOTHY F. MONTGOMERY	1202 Heidi Lane North Lakeland, Florida 33813
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NINTH: The Registered Agent and his address for service of process of this Corporation is JOE E. WILKERSON, 2915 Parkway street, Lakeland, Florida 33811.

TENTH: These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

Witnessed:

[Signature]

[Signature]

[Signature]

[Signature]
TIMOTHY F. MONTGOMERY

[Signature]
JOHN D. WILKERSON

[Signature]
JOE E. WILKERSON, as
Subscriber and Registered
Agent
I accept the designation as
Registered Agent.

STATE OF FLORIDA

COUNTY OF POLK

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared JOE E. WILKERSON, JOHN D. WILKERSON, and TIMOTHY F. MONTGOMERY, to me known to be the persons described as subscribers and Registered Agent and who executed the foregoing Articles of Incorporation and acknowledged before me that they subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 27TH day of AUGUST, 1997.

(SEAL)

RUTH E. BRACKEN
Notary Public, State of Florida
My Comm. Expires Jan. 29, 1998
No. CC 435760
Bonded thru Western Surety Company

[Signature]
NOTARY PUBLIC
State of Florida at Large
My Commission Expires: 1/29/99

☒ Personally known to me, or
Produced identification
[Signature]
Type of identification