

P98000009717

TRANSMITTAL LETTER

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

500002416025--6  
-01/29/98--01063--008  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

**SUBJECT:** RAYFLEX, 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:** Raymond G. Kusha  
Name (Printed or typed)  
507 C-4 Sea Oats Drive  
Address  
Juno Beach, FL 33408  
City, State & Zip  
561-776-7781  
Daytime Telephone number

FILED  
98 JAN 29 PM 1:08  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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

mm-30-98

ARTICLES OF INCORPORATION

OF

RAYFLEX, INC.

FILED  
98 JAN 29 PM 1:08  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

The undersigned subscriber, for the purposes of forming a corporation for profit under Chapter 607 of the laws of the State of Florida, hereby subscribes to, acknowledges and files the following Articles of Incorporation.

ARTICLE I

NAME AND ADDRESS

The name and address of the proposed corporation shall be RAYFLEX, INC., located at 507 C-4 Sea Oats Drive, Juno Beach, FL 33408.

ARTICLE II

DURATION

The corporation shall be effective as of date of the execution and acknowledgement of these Articles if permitted by law; if not, then the date of filing. This corporation shall exist perpetually thereafter, unless sooner dissolved according to law.

ARTICLE III

PURPOSE

This corporation is formed for the following purposes and shall have the following powers:

1. To acquire, retain, invest, exchange, purchase, sell, lease (as either lessee or lessor) borrow, mortgage, pledge, transfer, convey, develop, manage, or otherwise deal in real and personal property within or without the State of Florida, and to conduct, carry on, engage in, within or without the United States of America, any businesses incidental thereto and shall have such powers as trustee, promoter, incorporator, agent, shareholder, partner, member, associate, manager, and/or licensee, of any corporation, partnership, joint venture trust and/or other enterprise.

2. To do everything necessary, proper, or convenient for the accomplishment of the purposes set for herein, and to do every other act incidental thereto which is not forbidden under the laws of the United States of America, the State of Florida, or by the provisions of these Article of Incorporation.

#### ARTICLE IV

##### CAPITAL STOCK

1. The corporation is authorized to issue ten thousand (10,000) shares of one dollar (\$1.00) par value capital stock, which shall be designated as "common shares". The entire voting power for the election of directors and for all other purposes shall be in the holders of outstanding common shares.

2. All the shares of common stock shall be paid for in cash, or property, real or personal, tangible, intangible, or the lease thereof, or in labor or services in lieu of cash or property, at a valuation to be fixed by the Board of Directors of this corporation unless otherwise forbidden by the laws of the State of Florida. The payment thereof does not have to be at the time of issuance, provided such shares are subject to calls thereon by the corporation until such time as the whole consideration therefore shall have been paid.

3. No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable, in conjunction with any issuance.

4. The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such considerations as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

5. The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

## ARTICLE V

### SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

## ARTICLE VI

### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida is: 507 C-4 Sea Oats Drive, Juno Beach, FL 33408.

The name of the initial registered agent at that address is: RAYMOND G. KUSHA.

## ARTICLE VII

### INITIAL BOARD OF DIRECTORS

This corporation shall have at least one director. The number of directors may be increased or decreased from time to time, by amendment to Bylaws adopted by the stockholders.

The names and addresses of the initial Board of Directors of this Corporation, who, unless otherwise provided by the Articles of Incorporation or Bylaws, shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, are:

<u>NAME</u>	<u>ADDRESS</u>
RAYMOND G. KUSHA - Director	507 C-4 Sea Oats Drive Juno Beach, FL 33408
SHARON L. KUSHA - Director	507 C-4 Sea Oats Drive Juno Beach, FL 33408

At any time after incorporation, the stockholders may, by a majority vote, determine that the corporation be managed by the stockholders.

## ARTICLE VIII

### SUBSCRIBER

The name and address of the person signing these Articles as subscriber is:

#### NAME

#### ADDRESS

RAYMOND G. KUSHA

507 C-4 Sea Oats Drive  
Juno Beach, FL 33408

## ARTICLE IX

### BYLAWS

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida and the United States of America, the Board of Directors is expressly authorized to frame and adopt any such Bylaws for the corporation as are not inconsistent with the laws of the State of Florida or the United States of America or these Articles of Incorporation. With the exception of the fixing of the number of directors of the corporation, the Board of Directors is expressly authorized without the assent of the stockholders, to add to, delete from or otherwise amend the Bylaws of the corporation.

## ARTICLE X

### INDEMNIFICATION AND LIMITATION OF LIABILITY

The corporation shall indemnify any officer or director, or any former officer or director of the corporation, to the full extent permitted by law. The private property of the stockholders shall not, unless otherwise provided by law, be subject to the payment of corporate debts to any extent whatsoever. The corporation shall have a first lien on the shares of its stockholders and upon dividends due them for any indebtedness of such shareholders to the corporation.

ARTICLE XI

WORKING CAPITAL

The Board of Directors shall have the authority to fix any amount, which in its discretion need be reserved as working capital of the corporation.

ARTICLE XII

AMENDMENT

The corporation reserves the right to amend, add to, or repeal a provision contained in these Articles of Incorporation in the manner consistent with law and in conformity with the provisions set forth in the Bylaws.

IN WITNESS WHEREOF, I, the undersigned, being the original subscriber to capital stock herein before named, for the purposes of forming a corporation for profit to do business both within and without the State of Florida, under the laws of the State of Florida, makes and files these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true this 15th day of January, 1998.

  
\_\_\_\_\_  
RAYMOND G. KUSHA

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties.

  
\_\_\_\_\_  
RAYMOND G. KUSHA


STATE OF FLORIDA )

) SS.

COUNTY OF PALM BEACH)

BEFORE ME, the under signed authority, personally appeared to me RAYMOND G. KUSHA, well known and known to me to be the individual described in, and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal at Juno Beach, County of Palm Beach, State of Florida, this 15th day of January A.D., 1998

  
NOTARY PUBLIC  
State of Florida

My Commission Expires:



Sharon L. White  
MY COMMISSION # CC562242 EXPIRES  
June 17, 2000  
BONDED THRU TROY FAIR INSURANCE, INC.