

TRANSMITTAL LETTER

P98000033013

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

400002483464--6  
-04/09/98-01014--006  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: KC'S ROPS & Customs, 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: Robert G Brown  
Name (Printed or typed)

4489 Saddleworth Circle  
Address

Orlando FL 32826-4123  
City, State & Zip

800-970-7940  
Daytime Telephone number

98 APR -9 AM 8:58

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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

RP  
04-10-98

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

98 APR -9 AM 8:59

**ARTICLES OF INCORPORATION**  
*of*  
**KC'S RODS & CUSTOMS, 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 KC'S RODS & CUSTOMS, INC..

**ARTICLE II**  
**INITIAL PRINCIPAL OFFICE**

The mailing address of the corporation's initial principal office is:

4489 Saddleworth Circle  
Orlando, FL 32826-4123

**ARTICLE III**  
**SHARES**

The total number of shares which the corporation shall have authority to issue is 1,000 shares of no par value stock.

**ARTICLE IV**  
**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:

Katherine C Brown  
4489 Saddleworth Circle

Orange County  
Orlando, FL 32826-4123

#### **ARTICLE V PURPOSE**

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

#### **ARTICLE VI DIRECTORS**

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

Katherine C Brown  
4489 Saddleworth Circle  
Orlando, FL 32826-4123

Robert G. Brown  
4489 Saddleworth Circle  
Orlando, FL 32826-4123

George W. Brown .  
900 Sykes  
Orlando, FL \_\_\_\_\_

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.

The directors shall be divided into 3 classes, the number of directors to be allocated to each class to be as nearly equal as possible and with the term of office in one class expiring each year after the initial annual meeting of shareholders.

## **ARTICLE VII 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 VIII 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.

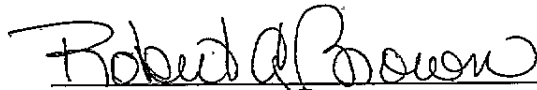
Execution of Written Instruments. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, 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.



Katherine C Brown, Incorporator  
4489 Saddleworth Circle  
Orlando, FL 32826-4123



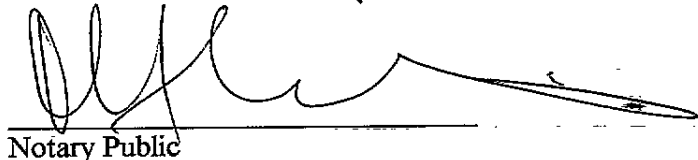
Robert G. Brown, Incorporator  
4489 Saddleworth Circle  
Orlando, FL 32826-4123

98 APR -9 AM 8:59

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

State of Florida, County of Orange, ss:

Subscribed and sworn to (or affirmed) before me this 7<sup>th</sup> day of April, 1998 -

  
Notary Public

