

TRANSMITTAL LETTER

P 980000 33197

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

500002472155-- 2  
-03/30/98--01064--001  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: National Pro Source, Inc.  
(Proposed corporate name - must include suffix)

FILED  
98 APR -9 PM 11:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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: Corean E. Meier / National Pro Source, Inc.  
Name (Printed or typed)

1208 Whipstick Trail  
Address

Middleburg, FL 32068  
City, State & Zip

(904) 282-3632  
Daytime Telephone number

Mailing Address : Po Box 440163  
Jacksonville, FL 32222

598A 19167  
F. CHESSEY APR 13 1998  
F. CHESSEY APR 10 1998

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



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

April 1, 1998

COREAN E MEIER  
1208 WHIPSTICK TRAIL  
MIDDLEBURG, FL 32068

SUBJECT: NATIONAL PRO SOURCE, INC.  
Ref. Number: W98000007186

FILED  
98 APR -9 PM 11:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We have received your document for NATIONAL PRO SOURCE, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

Please return the original and one copy of 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 (850) 487-6904.

Freida Chesser  
Corporate Specialist

Letter Number: 798A00017311

→ Endosed herein

**National Pro Source, Inc  
A Close Corporation  
Articles of Incorporation**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**First:** I, the undersigned, Corean Meier, whose post address is 1208 Whipstick Trail, Middleburg, FL 32068, being at least eighteen (18) years of age, do hereby, as incorporator, intend to form a corporation under the General Laws of the State of Florida.

**Second:** The name of the corporation (which is hereinafter the corporation) is National Pro Source, Inc.

**Third:** The corporation shall be a closed corporation as authorized by Title Four of the General Corporation Law of Florida until such time as the stockholders, by unanimous consent, shall file Articles of Amendment to change such status.

**Fourth:** The purposes for which the corporation is formed is to do anything permitted by section 2-103 of the Corporations and Associations Article of the Annotated Code of Florida, as amended from time to time.

**Fifth:** The post office address of the principle office of the corporation in this state is 1208 Whipstick Trail, Middleburg, FL 32068. The name and post office address of the resident agent in this state is Corean Meier. Said resident agent is an individual actually residing in this state.

**Sixth:** The total number of shares of stock which the corporation has authority to issue is Five thousand (5,000) share of stock, with no par value, all of one class.

The Board of Directors of the Corporation is hereby empowered to authorize the issuance, from time to time, of shares of its own stock, with no par value, for such consideration as said Board of Directors may deem advisable irrespective of the value or amount of such consideration, after first obtaining the unanimous approval of all stockholders of the corporation.

**Seventh:** The number of directors of the corporation shall be two, which may be increased pursuant to the by-laws of the Corporation, and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are Corean Meier and Peter Meier.

**Eight:** The Corporation shall provide any indemnification required or permitted by the laws of Florida and shall indemnify directors, officers, agents, and employees as follows:

1. The Corporation shall indemnify any director or officer of the Corporation who was or is a

party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the corporation) by reason of the fact that he is or was such director, officer, employee, or agent of the Corporation, Partnership, Joint Venture, Trust or other Enterprise, against expenses (including attorneys' fees) judgements, fines, and amounts paid in settlement actually or reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner which he reasonably believed to be in or not opposed to be the best interest of the Corporation and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

2. The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the corporation) by reason of the fact that he is or was such director, officer, employee, or agent of the Corporation, Partnership, Joint Venture, Trust or other Enterprise, against expenses (including attorneys' fees) judgements, fines, and amounts paid in settlement actually or reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner which he reasonably believed to be in or not opposed to be the best interest of the Corporation, except that no indemnification shall be made in respect to any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence, misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought, or any other court having jurisdiction in the premises shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expense which such court shall deem proper.

3. To the extent that a director or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in paragraphs (1) and (2) of this Article EIGHTH or in defense of any claim, issue or matter therein, he shall be indemnified against expense (including attorneys' fees) actually and reasonably incurred by him in connection herewith, without the necessity for the determination as to the standard of conduct as provided in paragraph (4) of this Article EIGHTH.

4. Any indemnification under paragraphs (1) and (2) of this Article EIGHTH (unless ordered by the court) shall be made by the Corporation only as authorized in the specific case upon a determination that the indemnification of the director or officer is proper in the circumstances because he has met the applicable standard of conduct as set forth in Paragraph (1) and (2) of this Article EIGHTH. Such determination shall be made: (a) by the Board of Directors of the Corporation by a majority of vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, or even if obtainable, if such a quorum of disinterested directors so directs, by independent legal counsel (who may be regular counsel for the Corporation) in a written opinion; and any determination so made shall be conclusive.

5. Expenses incurred in defending a civil or criminal suit, action, or proceeding may be paid by

the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case, upon receipt of any undertaking by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this section.

6. Agents and employees of the Corporation who are not directors or officers of the Corporation may be indemnified under the same standards and procedures set forth above, in the discretion of the Board of Directors of the Corporation.

7. Any indemnification pursuant to this Article EIGHTH shall not be deemed exclusive of any other rights to which those indemnified may be entitled and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs and personal representatives of such a person.

**NINTH:** The following provisions are hereby adopted for the purpose of defining, limiting, and regulating the powers of the Corporation and of the Directors and stockholders:

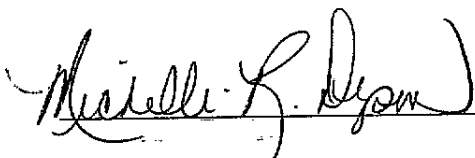
The board of Directors of the Corporation is hereby empowered to authorize the issuance, from time to time, of the shares of it's stock of any class, whether now or hereafter authorized.

If any two or more shareholders or subscribers to stock of the Corporation shall enter into any agreement abridging, limiting, or restricting the rights of any one or more of them to sell, assign, transfer, mortgage, pledge, hypothecate or transfer on the books of the Corporation, any or all of the stock of the Corporation, held by them and if a copy of said agreement shall be filed with the Corporation, or if the incorporators or the shareholders entitled to vote shall adopt any by-law provision abridging, limiting, or restricting the aforesaid rights of any shareholders, then and in either of such events, all certificates of share of stock subject to such abridgements, limitations, or restrictions shall have a reference thereto endorsed thereon by an officer of the corporation in accordance with the terms and provisions of such agreement or by-laws, as the case may be.

The corporation, upon unanimous approval of the stockholders, reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law.

**TENTH:** The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledged the same to be my act on this 1<sup>st</sup> day of Dec, 1997.



Witness  
State of Florida,  
County of Clay



Corean Meier - INCORPORATOR  
1208 Wittipstick Trail  
MIDDLEBURG, FL. 32068

I HEREBY CERTIFY that on this 1<sup>st</sup> day of DECEMBER, 1997, before me, the subscriber, a Notary Public in and for the state and county aforesaid, personally appeared Korean Meier, and acknowledged the foregoing Articles of Incorporation to be in his act.

Witness my hand and notarial seal the day and year first above written.

Russ J. Phulbach

Notary Public

My Commission Expires: Dec 2, 1998.



**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

*Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.*

1. The name of the corporation is: National Pro Source, Inc.

2. The name and address of the registered agent and office is:

Peter W. Meier

(Name)

1208 Whipstick Trail

(P.O. Box NOT acceptable)

Middleburg, FL 32068

(City/State/Zip)

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TALLAHASSEE, FLORIDA

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

SIGNATURE Peter W. Meier

DATE 6 APRIL 98