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TRANSMITTAL LETTER

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

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-04/29/98-01075--007
*****78.75 *****78.75

SUBJECT: FLORIDA Sign Builders, 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: Preston B. Kunda
Name (Printed or typed)

1750 Powder Springs Rd Ste 190
Address

Maricetta, GA 30064
City, State & Zip

770-499-8269
Daytime Telephone number

FILED
98 APR 29 PM 1:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

db
4/29

**ARTICLES OF INCORPORATION
OF
FLORIDA SIGN BUILDERS, INC.**

Florida Sign Builders, Inc. (the "Corporation") for the purpose of forming a corporation under the Florida Business Corporation Act (the "Florida Act") hereby adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is Florida Sign Builders, Inc.

ARTICLE II. PRINCIPAL OFFICE

The principal office of the Corporation in the State of Florida is located at 820 North Hoagland Blvd., Kissimmee, FL 34741.

ARTICLE III. INITIAL REGISTERED OFFICE

The street address of the initial registered office of the Corporation is 820 North Hoagland Blvd., Kissimmee, FL 34741. The name of the registered agent of the Corporation at said registered office is Mychael Kunda.

The written acceptance of said registered agent, as required by the provisions of Section 607.0501(3) of the Florida Act, is set forth following the signature of the Incorporator and is made a part of these Articles of Incorporation.

ARTICLE IV. INCORPORATOR

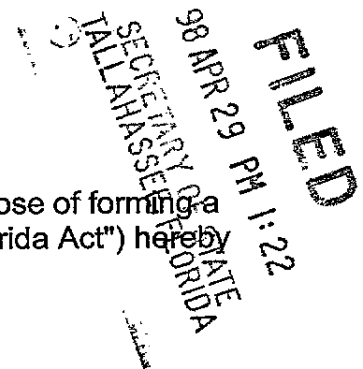
The name and address of the Incorporator is Preston B. Kunda, 1750 Powder Springs Road, Suite 190, Marietta, Georgia 30064.

ARTICLE V. PURPOSE

The purpose for which the Corporation is organized is to engage in any lawful act or activity for which corporations may be organized under the Florida Act.

ARTICLE VI. CAPITAL STOCK

The total number of shares of stock which the Corporation is authorized to issue is 100,000 shares.



ARTICLE VII. TRANSACTIONS WITH OFFICERS, DIRECTORS OR SHAREHOLDERS

No contract or transaction between the Corporation and one or more of its directors, officers, or shareholders or between the Corporation and any person (as used herein "person" means any other corporation, partnership, association, firm, trust, joint venture, political subdivision, or instrumentality) or other organization in which one or more of its directors, officers, or shareholders are directors, officers, or shareholders, or have a financial interest, shall be void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the Board of Directors or committee which authorizes the contract or transaction, or solely because his, her or their votes are counted for such purpose, if: (a) the material facts as to his or her relationship or interest and as to the contract or transaction are disclosed to or are known by the Board of Directors or the committee, and the Board of Directors or committee in good faith authorizes the contract or transaction by the affirmative vote of a majority of the disinterested directors (if more than one); or (b) the material facts as to his or her relationship or interest and as to the contract or transaction are disclosed to or are known by the shareholders entitled to vote thereon, and the contract or transaction is specifically approved by vote of the shareholders; or (c) the contract or transaction is fair as to the Corporation as of the time it is authorized, approved, or ratified by the Board of Directors, a committee thereof (to the extent permitted by applicable law), or the shareholders. Shares owned or controlled by an officer or director who has an interest in the contract or transaction shall not be counted in the vote of the shareholders on such contract or transaction.

ARTICLE VIII. INDEMNIFICATION

(a) The Corporation shall indemnify to the fullest extent authorized or permitted by law (as now or hereafter in effect) any person who is or was made, or threatened to be made, a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including, without limitation, an action by or in the right of the Corporation to procure a judgment in its favor, by reason of the fact that such person, or a person of whom such person is the legal representative, is or was a director or officer of the Corporation, or is or was serving in any capacity at the request of the Corporation for any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise (an "Other Entity"), against judgments, fines, penalties, excise taxes, amounts paid in settlement and costs, charges and expenses (including attorneys' fees and disbursements). Persons who are not directors or officers of the Corporation may be similarly indemnified in respect of service to the Corporation to the extent the Board of Directors at any time specifies that such persons are entitled to the benefits of this Article.

(b) The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of an Other Entity, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article, the Bylaws or under Section 607.0850 of the Florida Act or any other provision of law.

ARTICLE IX. BOARD OF DIRECTORS

(a) The number of directors constituting the Board of Directors shall be fixed by, or in the manner provided in, the Bylaws of the Corporation, provided that such number shall be no fewer than two (2) and no more than five (5) (plus such number of directors as may be elected from time to time pursuant to the terms of any series of Preferred Stock that may be issued and outstanding from time to time). The term of office of the initial directors shall expire at the 2000 annual meeting of shareholders, with each director to hold office until his or her successor shall have been duly elected and qualified. At each annual meeting of shareholders, directors elected to succeed those directors whose terms then expire shall be elected for a term of office to expire at the third succeeding annual meeting of shareholders after their election, with each director to hold office until his or her successor shall have been duly elected and qualified.

(c) Any or all Directors may be removed, but only for cause, at any annual or special meeting of shareholders, upon the affirmative vote of the holders of a majority of the outstanding shares of each class of capital stock of the Corporation then entitled to vote in person or by proxy at an election of such Directors, provided that notice of the intention to act upon such matter shall have been given in the notice calling such meeting.

(d) Election of directors need not be by written ballot.

ARTICLE X. SPECIAL MEETINGS OF SHAREHOLDERS; NO ACTION BY WRITTEN CONSENT

Special meetings of shareholders of the Corporation may be called by the Board of Directors pursuant to a resolution adopted by a majority of the Classified Directors then serving, by the Chairman of the Board, or by written demand of any holder or holders of at least twenty-five percent (25%) of the outstanding shares of capital stock of the Corporation then entitled to vote on any matter for which the respective special meeting is being called, such demand to describe the purpose or purposes for which such meeting is called. Shareholders of the Corporation may not act by written consent in lieu of a meeting.

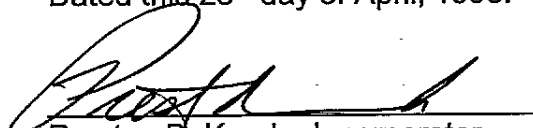
ARTICLE XI. VOTE REQUIRED FOR CERTAIN MATTERS

In addition to any other vote required by law (including, without limitation, Section 607.0901 of the Florida Act ("Section 0901")), an "Affiliated Transaction" as defined in Section 0901 shall be subject to the voting requirements set forth in subsection (2) of Section 0901 unless all of the conditions specified in any one of the paragraphs (a), (b), (c), (d) or (e) of subsection (4) of Section 0901 are met, regardless of whether the conditions specified in paragraph (f) of subsection (4) of Section 0901 or any successor "fair price" provisions are satisfied.

The provisions of Articles IX, X and XI of these Articles of Incorporation may only be amended upon the affirmative vote of the holders of at least two-thirds (2/3) of the outstanding shares entitled to vote generally in the election of directors, voting together as a class.


These Articles of Incorporation shall be effective 1 May, 1998.

Dated this 28th day of April, 1998.


Preston B. Kunda, Incorporator

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98 APR 29 PM 1:22
SECRETARY OF STATE
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.


Michael Kunda
Registered Agent

4/28/98
Date