

Document Number Only

P9800055583

FILED

98 JUN 23 PM 2:06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City State Zip Phone

300002558793--9

-06/12/98--01004--024

*****70.00 *****70.00

CORPORATION(S) NAME

Florida Extruders International, Inc.

☒ Profit - *Auto*

☐ NonProfit

☐ Amendment

☐ Merger

☐ Limited Liability Company

☐ Dissolution/Withdrawal

☐ Mark

☐ Foreign

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Fict. Filing

☐ Change of R.A.

☐ Limited Liability Partnership

☐ UCC-1 UCC-3

☐ Certified Copy

☐ Photo Copies

☐ CUS

☐ Call When Ready

☐ Call if Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

Name
Availability

Document
Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

JUN 12 1998

Please Return Extra Copy(s)
Filed Stamp

Thanks, Melanie

RECEIVED
JUN 23 PM 1:24
CORPORATION

W98-13615
P. Hall
JUN 23 1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 12, 1998

CT CORPORATION SYSTEM
660 E JEFFERSON ST
TALLAHASSEE, FL 32301

SUBJECT: FLORIDA EXTRUDERS INTERNATIONAL, INC.
Ref. Number: W98000013615

We have received your document for FLORIDA EXTRUDERS INTERNATIONAL, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

If you have any further questions concerning your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 298A00033079

Attn:

Pamela Hall

Attached are Articles of Inc. + Art. of Merger.

Please file.

Thank you! Hope - CT

FLORIDA EXTRUDERS INTERNATIONAL, INC.

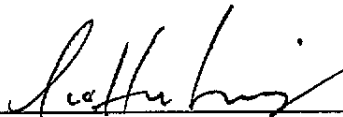
CONSENT TO USE OF NAME

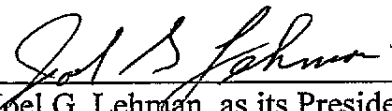
FLORIDA EXTRUDERS INTERNATIONAL, INC., a corporation organized under the laws of the State of Ohio, does hereby consent to the organization of the affiliated corporation to be named **FLORIDA EXTRUDERS INTERNATIONAL, INC.**, a corporation organized under the laws of the State of Florida, as a result of a merger between the two entities with the Florida corporation being the surviving entity.

IN WITNESS WHEREOF, said **FLORIDA EXTRUDERS INTERNATIONAL, INC.**, an Ohio corporation, has caused this Consent to be executed by its President and attested to by its Secretary this 11th day of June, 1998.

ATTEST TO:

**FLORIDA EXTRUDERS
INTERNATIONAL, INC.,**
an Ohio corporation

By: 
Scott M. Lewis, as its Secretary

By: 
Joel G. Lehman, as its President

**ARTICLES OF INCORPORATION
OF
FLORIDA EXTRUDERS INTERNATIONAL, INC.**

FILED
98 JUN 23 PM 2:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being above the age of eighteen (18) years and competent to contract, for the purpose of organizing a corporation pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

ARTICLE I

NAME

The name of this Corporation shall be **FLORIDA EXTRUDERS INTERNATIONAL, INC.**, and its principal place of business shall be located at 2540 Jewett Lane, Sanford, Florida 32771.

ARTICLE II

COMMENCEMENT OF CORPORATE EXISTENCE

This Corporation shall commence corporate existence on the date of filing these articles of incorporation by the Secretary of State of Florida, and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III

GENERAL PURPOSE: GENERAL POWERS

The general purpose of this Corporation shall be the transaction of any and all lawful business. This Corporation shall have all of the powers enumerated in the Florida Business

Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law, including, without limitation, the following:

(a) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(b) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(c) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(d) To lend money to and use its credit to assist its officers and employees in accordance with Florida Statute 607.0833.

(e) To purchase or otherwise acquire letters patent, concessions, licenses, inventions, rights and privileges, subject to royalty or otherwise, and whether exclusive, nonexclusive, or limited, or any part interest in any of the foregoing, whether in the United States or in any other part of the world; to sell, let, or otherwise grant any patent rights, concessions, licenses, inventions, rights or privileges or any interest in any thereof; to register any patent or patents for any invention or inventions, or obtain exclusive or other privileges in respect of the same, in any part of the world, and to apply for, exercise, use or otherwise deal with any patent rights, concessions, monopolies, or other rights or privileges either in the United States or in any other part of the world; to manufacture and produce, and trade and deal in all

machinery, plant, articles, appliances, and other things capable of being manufactured, produced or traded in by virtue of or in connection with any such letters patent, concessions, licenses, inventions, rights, or privileges as aforesaid.

(f) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(g) To aid in any manner any corporation, stock company, association, trust, trustee, government or governmental entity, or other person or entity whatsoever, whose stock, bonds, or other obligations or securities of any kind or character are held or are in any manner guaranteed by it, and to do any other acts or things for the preservation, protection or improvement or enhancement of the value of any property or rights or interests in property of any kind or character owned or held by it, and to do any acts or things, or refrain from doing any acts or things, designed for any such purpose.

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as its Board of Directors may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To enter into, make, receive assignments of, grant assignments of, and perform contracts of every nature and kind for any lawful purpose.

(j) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(k) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act or by other applicable law within or without this state.

(l) To elect or appoint officers and agents and define their duties and fix their compensation.

(m) To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of the State of Florida, for the administration and regulation of its affairs.

(n) To promote, by all proper and legitimate agencies and means, education and educational institutions generally, and any and all charitable, religious, scientific and educational movements, purposes or causes; to make gifts and donations for the public welfare or for charitable, religious, scientific or educational purposes.

(o) To dedicate to the public or to any governmental entity or other entity whatsoever for any public or other purpose any of its real or personal property or any interest therein.

(p) To transact any lawful business which its Board of Directors shall find will be in aid of governmental policy.

(q) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

(r) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

(s) To have and exercise all powers necessary or convenient to effect its general purpose.

ARTICLE IV

CAPITAL STOCK

1. **Number and Class of Shares Authorized; Par Value.** This Corporation is authorized to issue one thousand (1,000) shares of voting common stock having a par value of \$.0001 per share.

2. **Voting Rights.** The holders of common stock shall possess and exercise exclusive voting rights and at all meetings of the shareholders, each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding common stock shall have no cumulative voting rights in any election of directors of the Corporation.

3. **Consideration for Issuance of Stock.** The Board of Directors of the Corporation may from time to time issue the authorized stock of the Corporation, or any part thereof, for such consideration as it may deem equivalent to or in excess of the par value thereof. The authorized stock of the Corporation may be paid for, in whole or in part, in cash

or other property, tangible or intangible, or in labor or services actually performed for the Corporation at a fair valuation placed on such property or services by the Board of Directors. Future services evidenced by a written agreement shall constitute payment or part payment for the issuance of stock of the Corporation.

4. **No Preemptive Rights.** No shareholder of the Corporation shall have the right, upon the sale for cash or otherwise, of any new stock of the Corporation or of any stock of the Corporation held by it in its treasury or otherwise, of the same or any other kind, class or series as that which he already holds, to purchase his pro rata or any other share of such stock at the same price at which it is offered to others or at any other price.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be located at 1200 South Pine Island Road, Plantation, Florida 33324, and the initial registered agent of this Corporation at that address shall be **CT Corporation System**. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these articles of incorporation.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This Corporation shall have four (4) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws. The names and street addresses of the initial directors of this Corporation are:

Joel G. Lehman
3117 Penwa Court
Longwood, Florida 32779

Marva A. Lehman
3117 Penwa Court
Longwood, Florida 32779

Martin H. Elrad
7301-A West Palmetto Park Road
Suite 305C
Boca Raton, Florida

David L. Kahan
25011 Duffield
Beachwood, Ohio 44122

ARTICLE VII **INCORPORATOR**

The name and street address of the person signing these articles as incorporator is:

Scott M. Lewis, Esq.
c/o Kahn, Kleinman, Yanowitz & Arnson Co., L.P.A.
1301 East Ninth Street, Suite 2600
Cleveland, Ohio 44114

ARTICLE VIII

BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of
Directors.

ARTICLE IX

INDEMNIFICATION

The Corporation shall have all the powers and authority now or hereafter granted or
permitted by law with respect to indemnification of directors, officers, employees and agents,
and former directors, officers, employees and agents.

ARTICLE X

AMENDMENT

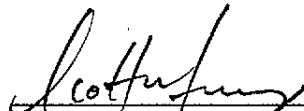
The Shareholders reserve the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto.

ARTICLE XI

HEADINGS AND CAPTIONS

The headings or captions of these various articles of incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned does hereby make and file these articles of incorporation declaring and certifying that the facts stated herein are true, and does hereby subscribe thereto and hereunto set his name this 4th day of June, 1998.



Scott M. Lewis, Sole Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR
THE SERVICE OF PROCESS WITHIN FLORIDA AND
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED

98 JUN 23 PM 2:06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Sections 48.091 and 607.0505, Florida Statutes, the following is submitted:

FLORIDA EXTRUDERS INTERNATIONAL, INC. (the "Company") desiring to organize as a domestic corporation under the laws of the State of Florida with its principal place of business at: **2540 Jewett Lane, Sanford, Florida 32771**, has named and designated: **CT Corporation System** as its Registered Agent to accept service of process within the State of Florida, with its registered office located at: **1200 South Pine Island Road, Plantaton, Florida 33324**.

ACKNOWLEDGMENT

Having been named as Registered Agent for **FLORIDA EXTRUDERS INTERNATIONAL, INC.** (the "Company") at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 607.0505, Florida Statutes, as the same may apply to the Company; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Company relating to the proper and complete performance of my duties as Registered Agent.

Dated as of this 5th day of June, 1998.

CT CORPORATION SYSTEM

By: Joyce A. Donahue
Joyce A. Donahue, Asst. Secretary