

P 98000066905

M. ROSS SHULMISTER, Attorney

590 SE 12<sup>th</sup> Street

Pompano Beach, FL 33060

City/State/Zip

Phone #

800002572338--D

-06/25/98-01060-003

\*\*\*\*122.50 \*\*\*\*122.50

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. 954 1785-0335 (Corporation Name) 1785-0842 (Document #)
2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

☐ Walk in

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| NEW FILINGS              |                   |
|--------------------------|-------------------|
| <input type="checkbox"/> | Profit            |
| <input type="checkbox"/> | NonProfit         |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication     |
| <input type="checkbox"/> | Other             |

| AMENDMENTS               |  |
|--------------------------|--|
| <input type="checkbox"/> | Amendment                              |
| <input type="checkbox"/> | Resignation of R.A., Officer/ Director |
| <input type="checkbox"/> | Change of Registered Agent             |
| <input type="checkbox"/> | Dissolution/Withdrawal                 |
| <input type="checkbox"/> | Merger                                 |

| OTHER FILINGS            |                  |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report    |
| <input type="checkbox"/> | Fictitious Name  |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/ QUALIFICATION |                     |
|-----------------------------|---------------------|
| <input type="checkbox"/>    | Foreign             |
| <input type="checkbox"/>    | Limited Partnership |
| <input type="checkbox"/>    | Reinstatement       |
| <input type="checkbox"/>    | Trademark           |
| <input type="checkbox"/>    | Other               |

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

7-30-98  
AMC  
[Signature]

called 6-26 -  
They called back 7-1 -  
Said that they would  
call back again - but didn't.  
(7-23)

|                     |  |
|---------------------|--|
| Examiner's Initials |  |
|---------------------|--|



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 23, 1998

M. ROSS SHULMISTER, ATTORNEY  
590 SE 12 STREET  
POMPANO BEACH, FL 33060

SUBJECT: KAYSER CORP.  
Ref. Number: W98000015259

We have received your document for KAYSER CORP. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or 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.

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) 487-6928.

Michelle Milligan  
Document Specialist

Letter Number: 798A00038955

**Articles of Incorporation**  
of  
**Kayser Corp., USA**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, and who is a natural person competent to contract, does hereby adopt the following Articles of Incorporation:

**Article 1**

The name of this corporation shall be **KAYSER CORP., USA**

**Article 2**

This corporation shall have perpetual existence.

**Article 3**

The general purposes for which the corporation is organized is to conduct business in the field of Real Estate Investment, and for all other lawful purposes for which a corporation may be formed under the laws of the United States and of the State of Florida.

**Article 4**

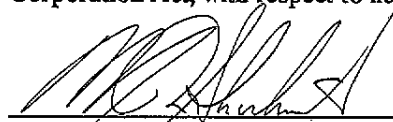
The aggregate number of shares which the corporation is authorized to issue is 6,000 shares. Such shares shall be of a single class, and shall have a par value of \$10.00.

**Article 5**

The street address of the initial registered and principal office of the corporation is 590 SE 12 Street, Pompano Beach, FL 33060, and the name of its initial registered agent at such address is M. Ross Shulmister.

**Acceptance of Initial Registered Agent**

I hereby accept this designation as registered agent, and I agree to comply with the provisions of the Florida General Corporation Act, with respect to keeping open said office.

  
\_\_\_\_\_, Registered Agent  
**M. ROSS SHULMISTER**

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98 JUL 30 PM 1:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## Article 6

The initial Board of Directors shall consist of one (1) director. The name and address of the person who will serve as the initial Board of Directors is:

DETLEF KAYSER  
Unter Brink St 66  
44141 Dortmund  
GERMANY

## Article 7

A. The business of the corporation shall be conducted and managed by its Board of Directors, which shall consist of not less than one (1) nor more than five (5) directors. A majority of the first Board of Directors, named above, shall have the power to approve and adopt By-Laws of the corporation until their successors are duly elected or appointed.

B. The qualifications, time and place of election, and term of office of each director shall be as provided in the By-Laws.

C. The officers of the corporation may consist of a President, Vice-President, Secretary, Treasurer, and such other officers and agents as may be specified in the By-Laws. These officers shall be chosen, shall serve for such term, and shall have such duties as may be prescribed in the By-Laws.

## Article 8

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall be affected in any way or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board of Directors at which action upon such contract or transaction shall be taken; and any director of this corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not a director or officer of such other corporation or as if he were not so interested.

## Article 9

**A. Stockholders Agreements.** The corporation and its stockholders, or the stockholders among themselves, may enter into agreements, voluntarily or involuntarily, restricting the transferability or encumbrance of the stock of the corporation. Such agreements may confer upon the corporation or the stockholders or both an option of first refusal or mandatory purchase in the event of such transfer or encumbrance. Such agreements may include such restrictions during the lifetime or upon the death or legal incompetence of any stockholder. Nothing in the Articles of Incorporation or in the By-Laws shall be construed to authorize a transfer of such stock upon the books of the corporation in violation of such agreements.

**B. Indemnification of Directors.** The corporation shall indemnify any director who, by virtue of his being an officer or director of this corporation, is made a party to any action or proceeding, except when such director is adjudged guilty of malfeasance in the discharge of his duties to the corporation. Indemnification shall be for all reasonable expenses incurred as a result of such action or proceeding.

**C. Directors' Liability.** No director shall be liable to the corporation for any loss or damage suffered on account of any action taken or omitted in good faith, provided such director exercised the same degree of care that a prudent man would have exercised in the conduct of his own affairs.

**D. Reimbursement of Directors.** In any action or proceeding brought by or on behalf of the corporation against a director, if the action or proceeding results in a decision in favor of the director, the corporation shall reimburse the director for all reasonable expenses incurred by him in the course of the action or proceeding.

## Article 10

The directors shall not be liable for illegal dividends or distributions made by the corporation, unless willful or negligent, if based on good faith reliance on representations made by officers or agents, or on records, as to the financial condition of the corporation.

## Article 11

**A.** These Articles of Incorporation shall be amended upon approval by the Board of Directors and subsequent ratification by stockholders at a stockholders meeting. Ratification shall require an affirmative vote of not less than a majority of the stock entitled to vote at such meeting.

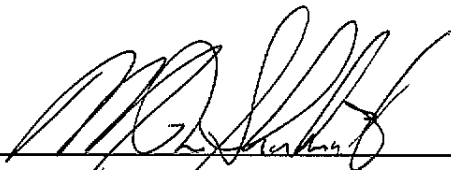
**B.** The amending process set forth above need not be followed if amendments are ratified by all the stockholders affixing their signatures thereto.

**Article 12**

The name and address of the incorporator of this corporation is:

M. ROSS SHULMISTER  
590 SE 12 Street  
Pompano Beach, FL 33060

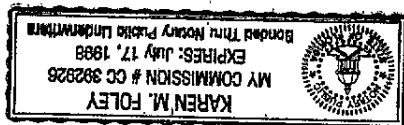
**In Witness Whereof** I have set my hand and seal to these Articles of Incorporation this 13th day of June, 1998.

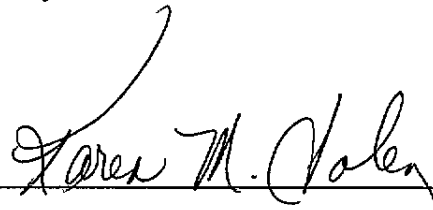
  
\_\_\_\_\_  
Incorporator

STATE OF FLORIDA  
COUNTY OF BROWARD

**I Hereby Certify** that on this day before me, an officer duly authorized to take acknowledgments in the State and County aforesaid, personally appeared M. ROSS SHULMISTER, to me personally known to be the person described as the incorporator in, and who executed, the foregoing Articles of Incorporation, and acknowledged subscribing to the foregoing Articles of Incorporation.

**Witness** my hand and official seal in the County and State aforesaid this 13th day of June, 1998.



  
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