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# ARTICLES OF INCORPORATION

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OF -

98 JUL 31 PM 2: 05

SECRETARY OF STATE TALLAHASSEE, FLORIDA

# HARRIS-REISS, INC.

The undersigned, acting as the sole Incorporator of a Corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such Corporation:

### ARTICLE I

#### NAME AND ADDRESS

The name of the Corporation is Harris-Reiss, Inc. The address of the Corporation is 4230 SW 82<sup>nd</sup> Way, Davie, Florida 33328.

#### ARTICLE II

#### DURATION

This Corporation shall commence its existence on the date of filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

### ARTICLE III

## **PURPOSE**

The purpose of the Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

#### ARTICLE IV

### **SHARES**

The Corporation shall have the authority to issue Seven Thousand Five Hundred (7,500) shares of common stock, all of one, class, with a par value of One Dollar (\$1.00) per share.

# ARTICLE V

# PRE-EMPTIVE RIGHTS

There shall be no pre-emptive rights for any shareholder.

### ARTICLE VI

## **INCORPORATOR**

The name and address of the sole Incorporator is Andrew H. Reiss, Esquire, c/o Treiser, Kobza & Volpe, Chartered, 4001 North Tamiami Trail, Suite 330, Naples, Florida 34103.

# ARTICLE VII

### **BY-LAWS**

The first By-Laws of the Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded by the Board of Directors or the Shareholders in the manner provided in the By-Laws.

## ARTICLE VIII

# **BOARD OF DIRECTORS**

The business and the affairs of this Corporation shall be managed by a Board of Directors, which shall be elected by the Shareholders and serve as provided in the By-Laws. The number and term of the Directors shall be established from time to time according to the procedure provided in the By-Laws. The Corporation shall have four (4) Directors initially, and the names and addresses of such initial Directors are as follows:

Mr. Greg Reiss 12430 NW 15<sup>th</sup> Place, #13202 Sunrise, Florida 33323

Mr. Sam Harris 4230 SW 82<sup>nd</sup> Way Davie, Florida 33328 Mrs. Melissa Reiss 12430 NW 15<sup>th</sup> Place, #13202 Sunrise, Florida 33323

Mrs. Betty Harris 4230 SW 82<sup>nd</sup> Way Davie, Florida 33328

# ARTICLE IX

# CONTRACTS WITH DIRECTORS

No contract or other transaction between this Corporation and any other Corporation, and no act of this Corporation, shall in any way be affected 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 a majority thereof, and any Director of this Corporation who is also a Director or an Officer of such other corporation, or who is so interested, may not be counted in determining the existence of a quorum and may not

participate in or vote at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction.

### ARTICLE X

# SHAREHOLDERS' PROPERTY

The private property of the Shareholders shall not be subject to payment of the corporate debts to any extent.

### ARTICLE XI

### INDEMNIFICATION

The Corporation shall indemnify and insure its Officers and Directors to the fullest extent permitted by law either now or hereafter.

#### ARTICLE XII

# REGISTERED AGENT AND OFFICE

The registered agent of the Corporation is Andrew H. Reiss, Esquire, c/o Treiser, Kobza & Volpe, Chartered, and the address of the registered office is 4001 North Tamiami Trail, Suite 330, Naples, Florida 34103.

IN WITNESS WHEREOF, the Incorporator has affixed his signature on the 30<sup>th</sup> day of July, 1998.

STATE OF FLORIDA COUNTY OF COLLIER

Before me, the undersigned authority, on this day personally appeared **ANDREW H. REISS**, who executed the foregoing instrument in his/her/their personal or authorized representative capacity(ies) indicated above and

(check one of the below)

who is personally know to me or who has produced \_\_\_\_ as identification

and who (did) (did not) (circle one) take an oath.

**NOTE:** If a type of identification is not inserted in the blank provided, then the person executing this instrument was personally known to me. If the words in the parenthetical "did not" are not circled, then the person executing this instrument did take an oath.

Witness my hand and official seal in the County and State last aforesaid, this 30th day of July, 1998

Jenei L. Drawning

Typed, Printed or Stamped Name

My commission expires:

My commission number is:

OFFICIAL NOTARY SEAL LESLIE L BROWNING NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC503807 MY COMMISSION EXP. NOV. 2,1999

# ACCEPTANCE BY REGISTERED AGENT

Having been designated in the foregoing Articles of Incorporation as the Registered Agent of the above-named Corporation to accept service of process for said Corporation, at the place designated as the Registered Office, I hereby accept such designation and agree to act in such capacity and to comply with the provisions of the Florida General Corporation law in all other respects.

Dated this 30th day of July, 1998.

ANDREW H. REISS

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