

P9800076655

TRANSMITTAL LETTER

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

100002603951--0  
-07/31/98--01049--005  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

SUBJECT:

WESTWOOD CUSTOM CRAFTING, INC.  
(Proposed corporate name - must include suffix)

FILED  
SEP - 2 AM 8:51  
DIVISION OF CORPORATIONS  
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:

THOMAS R. WESTWOOD

Name (Printed or typed)

13349 LAKE BUTLER BLVD

Address

WINTER GARDEN FL 34787

City, State & Zip

407-877-9383 - Home 877-2617

Daytime Telephone number

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

CB  
9-4-98  
2



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

August 5, 1998

THOMAS R. WESTWOOD  
13349 LAKE BUTLER BLVD.  
WINTER GARDEN, FL 34787

SUBJECT: WESTWOOD CUSTOM CRATING, INC.  
Ref. Number: W98000017714

We have received your document for WESTWOOD CUSTOM CRATING, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

We are enclosing the proper form(s) with instructions for your convenience.

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) 487-6930.

Carolyn Batten  
Document Specialist

Letter Number: 498A00040851

CONSENT TO ACTION TAKEN INLIEU OF ORGANIZATIONAL MEETING  
OF  
WESTWOOD CUSTOM CRATING, Inc.

The undersigned, being all the shareholders of the corporation, hereby consent to and ratify the action taken to organize WESTWOOD CUSTOM CRATING, INC., [hereinafter referred to as the "corporation"] as stated below.

The Articles of Incorporation filed \_\_\_\_\_, 1998 with the Florida Secretary of State were approved and inserted in the record book of the corporation.

The persons whose names appear below were appointed Directors of the corporation to serve until the annual shareholders' meeting and until their successors are appointed or elected and shall qualify:

Thomas R. Westwood  
13349 Lake Butler Boulevard  
Winter Garden, FL 34787

The persons whose names appear below were appointed to the following offices of the corporation to serve for a period of one (1) year or until their successors are appointed or elected and shall qualify:

President:	Thomas R. Westwood
Treasurer:	Thomas R. Westwood
Vice-President:	Amy H. Westwood
Secretary:	Amy H. Westwood

By-Laws, regulating the conduct of the business and affairs of the corporation as prepared by Thomas R. Westwood, were adopted and inserted in the record book.

The seal, an impression of which appears in the margin of this Consent, was adopted as the corporate seal of the corporation, and the specimen of certificates for shares in the form exhibits and inserted in the record book was adopted as the corporate stock certificate.

It was agreed by the shareholders that after the initial issue of one hundred (100) shares of common stock of the corporation, no additional shares shall be issued without the unanimous approval of the Board of Directors of the corporation. With respect to the initial issue of the capital stock of the corporation, the directors were authorized to issue one hundred (100) shares of the capital stock of the corporation and to accept in payment thereof cash, labor done, personal property, real property or leases thereof, or such other property as the Board of Directors may deem necessary for the business of the corporation. These share shall be issued as follows:

DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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RESOLUTION DESIGNATING S1244 ELECTION  
FOR  
WESTWOOD CUSTOM CRATING

BE IT FURTHER RESOLVED that the following plan related to the offering sale and issuance of stock of Westwood Custom Crating, inc., {Hereinafter referred to as the "corporation"} pursuant to the provisions of S1244 of the Internal Revenue Code of 1954 be, and it hereby is adopted:

1. The corporation is authorized to offer, sell, and issue one hundred shares of its common stock, par value of one (\$1.00) Dollar per share, at a price to be determined, and payable in money, labor done, and other property (other than stock or securities).
2. The maximum amount in money, labor done, and property to be received by the corporation in consideration of the stock to be issued pursuant to the plan shall not exceed One Million (\$1,000,000.00) Dollars.
3. The value of property or labor done and received for the stock of the corporation issued pursuant to this plan shall be determined solely by the subscribers to the Articles of Incorporation and shall not be subject to question by anyone; all stock sold pursuant to this plan shall be fully paid and non-assessable.
4. The period of offering of stock pursuant hereto shall commence immediately and shall terminate when all stock offered pursuant hereto has been sold, or until such time as the corporation shall make a subsequent offering of its stock, or upon the expiration of one (1) year from the date of adoption of this plan, whichever shall sooner occur.
5. During the period described in Paragraph 4 of this plan, the corporation shall not issue any stock except pursuant hereto.
6. All shares of stock sold and issued pursuant hereto shall be issued as "1244 Stock" within the meaning of S1244 of the Internal Revenue code of 1954, and the corporation and its officers are hereby authorized and directed to take such additional action as may be required to assure that such stock qualifies as "1244 Stock".
7. The President and Treasurer of the corporation be, and they hereby are, authorized and directed to sign and deliver to the purchaser or purchasers thereof, certificates evidencing the shares of stock sold and issued pursuant hereto.

The President then stated that the corporation had not more than thirty-five (35) stockholders and otherwise fulfilled the requirements necessary for it to elect to become and "electing small business corporation" under Subchapter S of the Internal Revenue Code of 1954. It was, therefore:

RESOLVED, that the corporation elect to become a small business concern

RESOLUTION DESIGNATING S1244 ELECTION  
FOR  
WESTWOOD CUSTOM CRATING

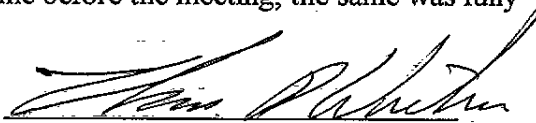
under Subchapter S of the Internal Revenue Code of 1954, and the corporation file Form 2553, with the Internal Revenue Service Center in Atlanta, Georgia, and that the President of the corporation be, and hereby is, authorized to execute said election form, which form shall be also executed by all of the stockholders of the corporation evidencing their consent to the said election, and

FURTHER RESOLVED, that the corporation proceed to carry on the business for which it was incorporated, and

FURTHER RESOLVED, that the signing of these minutes shall constitute full ratification thereof and waiver of notice of the meeting by the signatories.

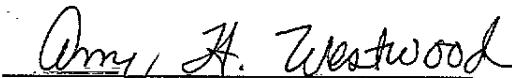
There being no further business to come before the meeting, the same was fully adjourned.

DATED: 6/25/98



Thomas R. Westwood  
President/Director/Shareholder

DATED: 6/25/98



Amy H. Westwood  
Vice-President/Shareholder

CONSENT TO ACTION TAKEN IN LIEU OF ORGANIZATIONAL MEETING  
OF  
WESTWOOD CUSTOM CRATING

Thomas R. Westwood     50 shares of stock  
Amy H. Westwood       50 shares of stock

The Treasurer was authorized to open a bank account with Sun Trust located at Windermere, Florida, and a resolution for that purpose on the printed form of said bank was adopted and inserted in the record book.

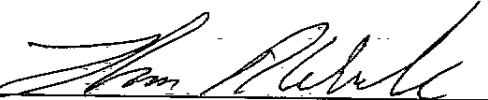
The President was authorized to designate the principal business office of the corporation in this state as 13349 Lake Butler Boulevard, Winter Garden, FL 34787, and the initial registered agent and initial registered office for service of process on the corporation as:

Thomas R. Westwood  
13349 Lake Butler Boulevard  
Winter Garden, Florida 34787


and to designate such further agents for service or process within or without this state as is in the best interests of the corporation. The President was further authorized to execute any and all certificate or documents to implement the above.

The shareholders authorized the S1244 election under the Internal Revenue Code of 1954, a copy of said election being attached hereto.

DATED: 6/25/98

  
Thomas R. Westwood  
President/Director/Shareholder

DATED: 6/29/98

  
Amy H. Westwood  
Vice-President/Shareholder

CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN FLORIDA, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.


In compliance with Section 48.091, Florida Statutes, the following is submitted:

That WESTWOOD CUSTOM CRATING, INC., desiring to organize or qualify under the laws of the state of Florida with its principal place of business at 13349 Lake Butler Boulevard, in the city of Winter Garden, County of Orange, State of Florida, has named Thomas R. Westwood as its initial registered agent to accept service of process within Florida and to comply with all other duties imposed upon registered agents pursuant to Florida Law, and further has named 13349 Lake Butler Boulevard, Winter Garden, Florida as its initial registered office.

Date

6/25/98

Signature



Thomas R. Westwood

Title: Initial Incorporator

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative the proper and complete performance of my duties. I furthermore am familiar with and accept the obligations of Section 607.0505 and Section 607.325, Florida Statutes.

Date

6/25/98

Signature



Thomas R. Westwood

**FILED**  
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