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GREGORY M. REARDEN
5275 TUDOR COURT
NAPLES, FL 34112
(941) 417-9393

VIA FEDERAL EXPRESS

September 4, 1998

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

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

Re: Audio Video Installations, Inc.

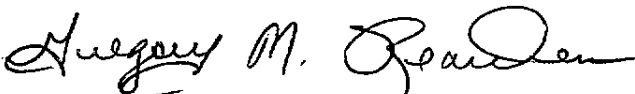
Gentlemen:

Enclosed is an original and one copy of the articles of incorporation and a check for seventy dollars (\$70.00) to cover the filing fee.

If you have any questions I can be reached at the above telephone number.

Thank you for your assistance.

Very truly yours,



Gregory M. Rearden

Enclosures

FILED
98 SEP -8 AM 9:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc
9/14/98

FILED

AUDIO VIDEO INSTALLATIONS, INC.

98 SEP -8 AM 9:21

ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this Corporation shall be Audio Video Installations, Inc.

ARTICLE II

REGISTERED OFFICE & PRINCIPAL PLACE OF BUSINESS

The registered office and principal place of business, and mailing address of the Corporation, shall be in the County of Collier, at 2051 Trade Center Way in the City of Naples, State of Florida, 34109.

ARTICLE III

RESIDENT AGENT

The name and Florida street address of the initial resident agent of the Corporation is Gregory M. Rearden, 2051 Trade Center Way, Naples, FL 34109.

ARTICLE IV

NATURE OF BUSINESS

The nature of the business or purposes to be conducted or promoted are:

1. To install electronic equipment and accessories of all kinds or nature including, but not limited to, audio equipment, video equipment, satellite dishes and equipment, telephone equipment, security alarms, and all related equipment and accessories, audio speakers and all wiring necessary to connect the same to the audio, video, telephone, satellite, cable, and security systems.

2. To manufacture, fabricate, assemble, to take, purchase and otherwise acquire, own, hold, use, sell, assign, transfer, exchange, lease and otherwise dispose of, and to invest, trade, deal in and deal with goods, wares and merchandise and supplies and all other personal property of every class and description.

3. To purchase, acquire, own, hold, use, lease (either as lessor or lessee), or otherwise acquire, manage, subdivide, mortgage, convey in trust or otherwise dispose of and to generally deal in any and all real estate, improved or unimproved, stores, office buildings, dwelling houses, apartment houses, hotels,

manufacturing plants and other buildings, and any and all other property of every kind or description, real, personal and mixed, and wheresoever situated, either in this state or other states of the United States, the District of Columbia, territories and colonies of the United States, or foreign countries.

4. To acquire, by purchase or otherwise, the goodwill, business, property rights, franchises and assets of every kind, with or without undertaking, either wholly or in part, the liabilities of any person, firm, association or corporation; and to acquire any property or business as a going concern or otherwise (i) by purchase of the assets thereof wholly or in part, (ii) by acquisition of the shares or any part thereof, or (iii) in any other manner, and to pay for the same in cash or in shares or bonds or other evidences of indebtedness of this Corporation, or otherwise; to hold, maintain and operate, or in any manner dispose of, the whole or any part of the goodwill, business, rights and property so acquired, and to conduct in any lawful manner the whole or any part of any business so acquired; and to exercise all the powers necessary or convenient in and about the management of such business.

5. To enter into, make, perform and carry out contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association or corporation, municipality, county, parish, state, territory, government or other municipal or governmental subdivision.

6. To become a partner (either general or limited or both) and to enter into agreements of partnership, with one or more other persons or corporations, for the purpose of carrying on any business whatsoever which this Corporation may deem proper or convenient in connection with any of the purposes herein set forth or otherwise, or which may be calculated, directly or indirectly, to promote the interests of this Corporation or to enhance the value of its property or business.

7. From time to time to apply for, purchase, acquire by assignment, transfer or otherwise, exercise, carry out and enjoy any benefit, right, privilege, prerogative or power conferred by, acquired under or granted by any statute, ordinance, order, license, power, authority, franchise, commission, right or privilege which any government or authority or governmental agency or corporation or other public body may be empowered to enact, make or grant; to pay for, aid in and contribute toward carrying the same into effect and to appropriate any of this Corporation's shares, bonds and/or assets to defray the costs, charges and expenses thereof.

8. To subscribe or cause to be subscribed for, and to take, purchase and otherwise acquire, own, hold, use, sell, assign, transfer, exchange, distribute and otherwise dispose of the whole or any part of the shares of the capital stock, bonds, coupons, mortgages, deeds of trust, debentures, securities, obligations, evidences of indebtedness, notes, goodwill, rights, assets and property of any and every kind, or any part thereof, of any other corporation or corporations, association or associations, firm or firms, or person or persons, together with shares, rights, units or interest in, or in respect of, any trust estate, now or hereafter existing, and whether created by the laws of this state or of any other state, territory or colony of the United States, or a foreign country; and to operate, manage and control such properties, or any of them, either in the name of such other corporation or corporations or in the name of this Corporation, and while the owners of any said shares of capital stock, to exercise all the rights, powers and privileges of ownership of every kind and description, including the right to vote thereon, with power to designate some person or persons for that purpose from time to time, and to the same extent as natural persons might or could do.

9. To promote or to aid in any manner, financially or otherwise, any person, firm, corporation or association of which any shares of stock, bonds, notes, debentures or other securities or evidences of indebtedness are held directly or indirectly by this Corporation; and for this purpose to guarantee the contracts, dividends, shares, bonds, debentures, notes and other obligations of such other persons, firms, corporations or associations;

and to do any other acts or things designed to protect, preserve, improve or enhance the value of such shares, bonds, notes, debentures or other securities or evidences of indebtedness.

10. To borrow money, and for such purposes to execute notes, bonds, debentures or any other form of indebtedness, and to secure the payment of the same by mortgage, deed of trust, or other form of hypothecation.

11. To lend money, either with or without security, but nothing herein contained shall be construed as authorizing the business of banking, or as including the business purposes of a commercial bank, savings bank or trust company.

12. To lend money to, or guaranty any obligation of, or otherwise assist any officer or other employee of the Corporation or of its subsidiary, including any officer or employee who is a director of the corporation or a subsidiary, whether or not in the judgment of the directors such loan, guaranty or assistance may reasonably be expected to benefit the Corporation. The loan, guaranty or other assistance may be with or without interest, and may be unsecured, or secured in such manner as the Board of Directors shall approve, including without limitation, a pledge of shares of stock in the Corporation.

13. To issue bonds, notes, debentures or other obligations of this Corporation from time to time for any of the objects or purposes of this Corporation, and to secure the same by mortgage, deed of trust, pledge or otherwise, or to issue the same unsecured; to purchase or otherwise acquire its own bonds, debentures or other evidence of its indebtedness or obligations; to purchase, hold, sell and transfer the shares of its own capital stock to the extent and in the manner provided by the laws of this state as the same are now in force or may be hereafter amended.

14. To purchase, hold, sell and transfer the shares of its own capital stock; provided, it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

15. To purchase, acquire, take, hold, own, use and enjoy, and to sell, lease, transfer, pledge, mortgage, convey, grant, assign or otherwise dispose of and generally to invest, trade, deal in and with oil royalties, mineral rights of all kinds, mineral bearing lands and hydrocarbon products of all kinds, oil, gas and mineral leases, and all rights and interest therein, and in general products of the earth and deposits, both subsoil and surface, of every nature and description.

16. To engage in a general merchandising business, and in this capacity, to merchandise, supervise, advertise and function efficiently and buy on a most economical basis, or to contract with companies whose nature is to merchandise, supervise, advertise, and function efficiently and buy on a most economical basis for the benefit of all stockholders, as herein provided for, and as may be from time to time stipulated in the provisions of the Bylaws of the Corporation.

17. To take, purchase and otherwise acquire, own, hold, use, sell, assign, transfer, exchange, lease, mortgage, convey in trust, pledge, hypothecate, grant licenses in respect of and otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trade-marks and trade names, and governmental, state, territorial, county and municipal grants and concessions of every character which this Corporation may deem advantageous in the prosecution of its business or in the maintenance, operation, development or extension of its properties.

18. To carry on any business whatsoever, either as principal or as agent, or both, or as a partnership, which this Corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or which may be calculated directly or indirectly to promote the interests of this Corporation or to enhance the value of its property or business; to conduct its business in this state and other states, in the District of Columbia, in the territories and colonies of the United States, and in foreign countries.

19. To have and to exercise all the powers conferred by the laws of this state upon corporations formed under the laws pursuant to and under which this Corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and in that regard to do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

20. The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers stated in each clause shall, except where otherwise expressed, be in nowise limited or restricted by reference to or inference from the terms or provisions of any other clause, but shall be regarded as independent purposes and powers, and the enumeration of specific purposes and powers shall not be construed to restrict in any manner the general terms and powers of this Corporation, nor shall the expression of one thing be deemed to exclude another, although it be of like nature. Nothing contained in the foregoing statement of purposes and powers, however, shall be construed to authorize the Corporation to engage in any activity which, under the laws of this state in effect at the time, is not a permissible business for a corporation organized for profit.

ARTICLE V

COMMENCEMENT OF EXISTENCE

The Corporation's existence shall commence upon the filing of these Articles of Incorporation with the Florida Department of State.

ARTICLE VI

TERM OF EXISTENCE

The Corporation is to have a perpetual existence.

ARTICLE VII

CAPITAL STOCK

Capital stock of the Corporation shall consist of one class designated as common stock. The Corporation is authorized to have 1,000,000 shares of common stock outstanding at any one time. Each share of common stock shall have a par value of \$1.00. Said stock is to be issued, paid and non-assessable. Any or all of the authorized stock of this Corporation may be issued and sold from time to time for such consideration and labor done, services performed, or money and property actually received as may be determined by the Board of Directors from time to time without action of the stockholders.

No stock in this Corporation shall be transferred to a person who is not already a stockholder unless all the following conditions have first been satisfied, to-wit:

1. The Board of Directors, at a special meeting called for this specific purpose, must consent to the proposed transfer of stock and the proposed transferee; and

2. The Board of Directors shall have determined, at a special meeting called for this specific purpose, that the proposed transfer will not cause the Corporation to forfeit its status as an electing small business corporation under Subchapter S of the Internal Revenue Code, if the Corporation has previously made such an election; and

3. The stock shall first be offered for sale to the Corporation at the same price and the same terms as would govern upon a transfer to a person or entity not a stockholder. Said offer shall be in writing and shall set forth the price and terms and shall be sent by registered mail to the office of the Corporation. The Corporation shall have thirty (30) days after receipt of said offer to accept the same by compliance with the terms therein set forth. If the Corporation fails to exercise the option, all other stockholders are then given the right and option to buy in proportion to their stock ownership relative to one another. Again, said option shall be at the same price and the same terms as would govern upon a transfer to a person or entity not a stockholder, and said offer shall be in writing and shall set forth the price and terms and shall be sent by registered mail to each stockholder at the address listed on the Corporation books. Said stockholders shall have thirty (30) days after receipt of said offer in which to accept the same by compliance with the terms therein set forth. If any such stockholder declines or fails to exercise the option, the remaining stockholders are then given the right to buy, in proportion to their stock ownership relative to one another, the stock that the stockholder who declined the offer would have been entitled to purchase, upon the same terms and conditions previously set forth, except that in this event the stockholders wishing to accept said offer shall do so within fifteen (15) days after expiration of the second thirty (30) day period immediately set forth above, by compliance with the terms therein set forth. Upon the expiration of said fifteen (15) day period, any stock that has not been purchased by the Corporation or another stockholder pursuant to the terms and provisions hereinabove provided can be sold to a person or entity not already a stockholder, but only upon the terms and conditions that said stock was previously offered to the Corporation and other stockholders.

Regulations as to the formalities and procedures to be followed in effectuating a transfer of stock shall be prescribed by the Bylaws of this Corporation.

ARTICLE VIII INCORPORATOR

The name and mailing address of each person who is to serve as incorporator is as follows, to-wit:

Gregory M. Rearden, 5275 Tudor Court, Naples, FL 34112

Until directors are elected, the incorporator shall manage the affairs of the Corporation and may do whatever is necessary and proper to obtain the necessary subscriptions for stock and to perfect the organization of the Corporation, including the adoption of the original Bylaws of the Corporation and the election of directors.

ARTICLE IX DIRECTORS

The number of directors shall be established in the Bylaws to be adopted initially by the incorporator. The initial directors shall be elected by the incorporator.

ARTICLE X BYLAWS

The power to repeal and amend the Bylaws of this Corporation shall reside in the Board of Directors of this Corporation.

ARTICLE XI PROPERTY OF STOCKHOLDERS

The private property or assets of the stockholders of the Corporation shall not to any extent whatsoever be subject to the payment of the debts of the Corporation.

ARTICLE XII LIMITATION OF DIRECTOR LIABILITY

No director shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty by such director as a director, except as provided by Florida Statutes Section 607.0831.

No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to the date when such provision becomes effective.

ARTICLE XIII FINANCIAL INTEREST OF OFFICER OR DIRECTOR IN CORPORATE TRANSACTION

No contract or transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, partnership, association or other organization in which one or more of its directors or officers are directors or officers, or having 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 or committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if:

1. the material facts as to his relation or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board of Directors or committee in good faith authorized the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors be less than a quorum;

2. the material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the stockholders entitled to vote thereon, then the contract or transaction is specifically approved in good faith by vote of the stockholders; or

3. 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 or the stockholders.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee authorized the contract or transaction.

ARTICLE XIV

NO PREEMPTIVE STOCK PURCHASE RIGHTS

Unless otherwise determined by the Board of Directors of this Corporation, no stockholder shall be entitled, as such, as a matter of right, to purchase, subscribe for, or receive any right or rights to subscribe for:

1. any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether of unissued shares or out of shares of stock of the Corporation acquired by it after the issuance of such shares, and regardless of the consideration for which any such shares are issued; or

2. any obligation that the Corporation may issue or sell that is convertible into or exchangeable for any stock of the Corporation of any class or classes or to which is attached or appurtenant any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

ARTICLE XV

NO CUMULATIVE VOTING

At all elections of this Corporation and for the purposes of all other matters upon which stockholders are entitled to vote, each stockholder shall be entitled to as many votes as shall equal the number of shares of stock held by that stockholder. No cumulative voting shall be permitted.

IN TESTIMONY WHEREOF, each incorporator named above has set their hand this 4th day of September, 1998.


Gregory M. Rearden, Incorporator

[illegible]

Subscribed and sworn to before me by GREGORY M. REARDEN on September 4, 1998. Gregory M. Rearden is ☐ personally known to me or ☒ produced 72 DL-1,352935726107/03 as identification.

Frances Marie Hughes
(Notary Public Signature)
Frances Marie Hughes
(Name Typed or Printed)

Notary Public, State of Florida

My commission expires: _____



FRANCES MARIE HUGHES
COMMISSION # CC 693384
EXPIRES DEC 4, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

Acceptance By Resident Agent

Having been named as registered agent and to accept service of process for the above stated ^{firm} 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.

Gregory M. Kearden
Gregory M. Kearden, Resident Agent

9-4-98
Date

Articles Of Incorporation For Audio Video Installations, Inc.

Page 8