

# LOMMEN NELSON

LAW FIRM

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P98000090448

October 19, 1998

Secretary of State  
State of Florida  
Division of Corporations  
New Filing Section  
409 East Gaines Street  
Tallahassee, FL 32399

Via Federal Express

FILED  
98 OCT 23 PM 12:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RE: BOS Systems Roofing Company, Inc.  
Our File No. 19208

Dear Sir/Madam:

Enclosed for filing please find the Articles of Incorporation of BOS Systems Roofing Company, Inc. Also enclosed is a check in the amount of \$35.00 for the filing fee.

A self-addressed envelope is enclosed to return the Articles of Incorporation of BOS Systems Roofing Company, Inc. after it is filed. Please issue your standard receipt acknowledging receipt of the enclosed document.

Yours very truly,

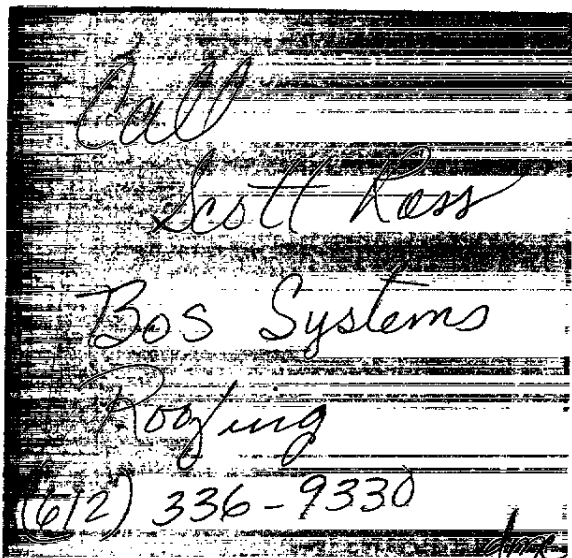
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LOMMEN, NELSON, COLE & STAGEBERG, P.A. \*\*\*\*\*35.00

By

Thomas F. Dougherty  
Thomas F. Dougherty



called 10/20 3:30  
10/23  
W98-23829



**FLORIDA DEPARTMENT OF STATE**

**Sandra B. Mortham**  
Secretary of State

October 20, 1998

**THOMAS F. DOUGHERTY**  
**LOMMEN, NELSON, COLE & STAGEBERG, P.A.**  
**1800 IDS CENTER, 80 SOUTH EIGHTH STREET**  
**MINNEAPOLIS, MN 55402**

**SUBJECT: BOS SYSTEMS ROOFING COMPANY, INC.**  
**Ref. Number: W98000023829**

We have received your document for BOS SYSTEMS ROOFING COMPANY, INC. and check(s) totaling \$35.00. However, your check(s) and document are being returned for the following:

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.

The corporate fees are as follows:

**CORPORATIONS FILING FEES**

Profit and NonProfit  
Florida & Foreign Corp.

Filing Fees	\$35.00
Registered Agent Designation	\$35.00
Certified Copy	\$8.75
Certificate of Status	\$8.75

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

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) 487-6924.

Sharon Davis  
Document Specialist Supervisor

Letter Number: 098A00051813

**ARTICLES OF INCORPORATION  
OF  
BOS SYSTEMS ROOFING COMPANY, INC.**

The undersigned, of full age, for the purpose of forming a corporation under and pursuant to the provisions of Chapter 607, Florida Statutes and all amendments thereto, hereby adopts the following Articles of Incorporation:

**ARTICLE I**

The name of the corporation shall be BOS Systems Roofing Company, Inc.

**ARTICLE II**

The location and post office address of the corporation's initial principal office in the State of Florida shall be 1920 Lake Avenue Southeast, Largo, Florida 33771, with a mailing address of P.O. Box 5125, Largo, Florida 34649.

**ARTICLE III**

The total authorized number of shares of the corporation shall be One Million (1,000,000), having a par value of \$.01 per share. The directors shall have the authority to establish more than one class or series of shares.

**ARTICLE IV**

The shareholders of the corporation shall not have the preemptive right to subscribe for and to purchase any or all of the shares or other securities or rights to purchase shares or other securities of the corporation, now or hereafter authorized. The shareholders of the corporation shall not have the right of cumulative voting.

**ARTICLE V**

The location and post office address of the corporation's registered office in the State of Florida shall be 1920 Lake Avenue Southeast, Largo, Florida 33771, with a mailing address of P.O. Box 5125, Largo, Florida 34649. The initial registered agent of the corporation shall be Gainey Wm. Boswell, Jr.

**FILED**  
98 OCT 23 PM 12:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLE VI

The name and post office address of the incorporator is as follows:

**Name**

**Address**

Thomas F. Dougherty

1800 IDS Center  
80 South Eighth Street  
Minneapolis, MN 55402

## ARTICLE VII

An action required or permitted to be taken at a meeting of the directors may be taken by written action signed by all of the directors, and in the case of an action which need not be approved by the shareholders, such action may be taken by written action signed by the number of directors that would be required to take such action at a meeting of the directors at which all directors were present.

## ARTICLE VIII

To the full extent allowed by Florida Statutes Section 607.0850, as amended, a director of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability (a) for any breach of the director's duty of loyalty to the corporation or its shareholders, (b) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, or (c) for any transaction from which the director derived an improper personal benefit. If the Florida Statutes, specifically including Section 607.0850, are hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Florida Statutes, as so amended. Any repeal or modification of the foregoing paragraph by the shareholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

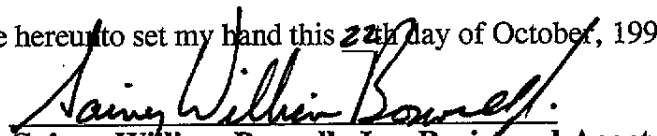
IN WITNESS WHEREOF, I have hereunto set my hand this 19th day of October, 1998.

  
Thomas F. Dougherty, Incorporator

**ACCEPTANCE OF REGISTERED AGENT  
OF  
BOS SYSTEMS ROOFING COMPANY, INC.**

I, Gainey William Boswell, Jr. hereby declare that I accept responsibility for being the Registered Agent for BOS Systems Roofing Company, Inc. The location and post office address of the corporation's registered office in the State of Florida shall be 1920 Lake Avenue Southeast, Largo, Florida 33771, with a mailing address of P.O. Box 5125, Largo, Florida 34649.

IN WITNESS WHEREOF, I have hereunto set my hand this 22<sup>nd</sup> day of October, 1998.

  
Gainey William Boswell, Jr., Registered Agent

**FILED**  
98 OCT 23 PM 12:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA