

TRANSMITTAL LETTER

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

P98000100841

FILED
98 DEC -4 AM 8:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: THE KEARCE CRAFT COMPANY
(Proposed corporate name - must include suffix)

500002702685--0
-12/04/98--01004--006
*****78.75 *****78.75

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 of Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: CLAIRE A. DUCHENIN
Name (Printed or typed)

1350-52 NORTH GADSDEN STREET
Address

TALLAHASSEE, FL 32308
City, State & Zip

850 425-2855
Daytime Telephone number

RECEIVED
98 DEC -4 AM 8:05
TALLAHASSEE, FLORIDA

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

BC
12-4

**ARTICLES OF INCORPORATION
OF
THE KEARCE CRAFT COMPANY**

98 DEC -4 AM 8:19
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, do hereby make, subscribe, acknowledge, and file these Articles of Incorporation for the purpose of incorporating THE KEARCE CRAFT COMPANY (the "Corporation"), under the Laws of the State of Florida.

ARTICLE I

NAME - The name of the Corporation is: THE KEARCE CRAFT COMPANY.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS - The Corporation's principal office shall be located at 1220 N. Main Street, Blountstown, FL 32424, and its mailing address shall be P.O. Drawer 4005, Blountstown, FL 32424.

ARTICLE III

TERM OF EXISTENCE - This corporation shall have perpetual existence, commencing upon the filing of these Articles of Incorporation with the Florida Department of State.

ARTICLE IV

GENERAL PURPOSE OF CORPORATION - The general purpose of the Corporation and the nature of the business to be transacted by the Corporation are to engage in any and all activities and exercise any and all powers, rights and privileges for which a corporation may now or hereinafter be organized under the laws of the State of Florida.

ARTICLE V

CAPITAL STOCK - The maximum number of shares of any equity security that the Corporation is authorized to have outstanding at any time shall be one thousand (1,000) shares of common stock with a par value of ten dollars (\$10.00) per share.

ARTICLE VI

REGISTERED AGENT AND INITIAL REGISTERED OFFICE - The initial registered agent and the street address of the initial registered office of the Corporation shall be Claire A. Duchemin, 1350-52 North Gadsden Street, Tallahassee, FL 32303. The Board of Directors may move the Registered Office to any other address in the State of Florida.

ARTICLE VII

INDEMNIFICATION- The Board of Directors is authorized, to the extent allowable by law, to indemnify any officers, directors, employees, or other agents of the Corporation for any liability arising out of an act performed in furtherance of the officers', directors', employees', or agents' duties to the Corporation. The Board of Directors may adopt an indemnification policy more restrictive than that allowed by law but shall set forth the indemnification policy in the Corporation's Bylaws and shall not deviate therefrom without amending said Bylaws.

ARTICLE VIII

DIRECTORS - The Corporation shall not have less than one (1) Director initially. The number of directors may be increased or decreased by the Board of Directors, as expressed in the Corporation's Bylaws, but shall never be less than one (1). A Director is not required to meet any qualifications other than those required by the laws of the State of Florida. The names and addresses of the initial directors are as follows:

James T. Kearce
P.O. Drawer 4005
Blountstown, FL 32424

Dr. Robert G. Craft
8001 S. I-35
Oklahoma City, OK 73149

ARTICLE IX

INCORPORATOR - The name and street address of the person acting as the Incorporator of the Corporation are as follows:

James T. Kearce
1220 North Main Street
Blountstown, FL 32424

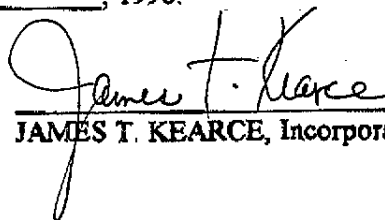
ARTICLE X

PREEMPTIVE RIGHTS - All holders of the Corporation's Common Stock shall have Preemptive Rights with respect to any stock, regardless of class or series, issued by the Corporation subsequent to the date on which any such shareholder purchased his shares. The Preemptive Right of each individual shareholder shall entitle such shareholder to purchase a percentage of the stock to be issued by the Corporation such that his proportionate ownership interest in the Corporation will remain the same.

ARTICLE XI

AMENDMENT - These Articles of Incorporation may be amended as provided under the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation this 2 day of December, 1998.

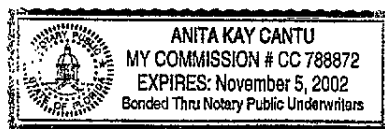

JAMES T. KEARCE, Incorporator

STATE OF FLORIDA)

COUNTY OF LEON)

I CERTIFY that on the 2 day of Dec, 1998, JAMES T. KEARCE, who is personally known to me or who presented identification in the form of _____ did execute the foregoing Articles of Incorporation as the Incorporator.


NOTARY PUBLIC



**CERTIFICATE
OF
ACCEPTANCE OF DESIGNATION
AS REGISTERED AGENT OF
THE KEARCE CRAFT COMPANY**

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida, does hereby accept the appointment as such Registered Agent and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office which is located at:

1350-52 North Gadsden Street
Tallahassee, FL 32303

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand and seal at Tallahassee, Leon County, Florida, this 4th day of December, 1998.

By: Claire A. Duchemin
CLAIRE A. DUCHEMIN

FILED
98 DEC -4 AM 8:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA