

TRANSMITTAL LETTER

P98 000 108035

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

800002723428--7  
-12/28/98-01090-002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

FILED  
98 DEC 28 PM 3:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SUBJECT: \_\_\_\_\_

(Proposed corporate name - must include suffix)

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: \_\_\_\_\_

CECO Construction Eng. Co.  
P. O. Box 617483  
Orlando, FL 32861

\_\_\_\_\_  
Address

\_\_\_\_\_  
City, State & Zip

\_\_\_\_\_  
Daytime Telephone number

R. CHESSEB DEC 30 1998

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

# ARTICLES OF INCORPORATION

OF

CECO CONSTRUCTION ENGINEERING CO., INC.

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under and by virtue of the Laws of the State of Florida, and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

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TALLAHASSEE, FLORIDA

## ARTICLE I

The name of this corporation shall be: CECO CONSTRUCTION ENGINEERING CO., INC.

## ARTICLE II

The objects and purpose of the corporation and the general nature of the business or businesses to be transacted shall be as follows:

1. To engage in the construction and service of boilers and chiller plants and any other type of construction.
2. To engage in all other lawful businesses.
3. To make and enter into all contracts necessary and proper for the conduct of its business or businesses.
4. To borrow money of any person, firm or corporation, to issue bonds, debentures or obligations of this corporation from time to time for any of the objects or purposes of the corporation and to secure same by mortgage, pledge or by any other lawful means.
5. To have offices, conduct its business and promote its objects within or without the State of Florida, in other states, the District of Columbia, the territories and possessions of the United States, and in foreign countries without restriction as to place or amount.
6. To do any and all things necessary, suitable and proper for the accomplishment of any of the purposes or for the attainment of any of the objects or for the exercise of any of the powers herein set forth, whether herein specified or not, either along or in connection with other firms, individuals or corporations, whether in the State of Florida or throughout the United States, or elsewhere, and to do any other act or acts, thin or things incidental or pertinent to or connected with the businesses hereinbefore described, or any part or parts thereof, if not inconsistent with the Laws of the State of Florida.
7. In general this corporation shall have and exercise all the powers conferred by the Laws of the State of Florida upon corporations for profit. It is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict, in any manner, such general powers.

ARTICLE III

The corporation shall have perpetual existence.

ARTICLE IV

The street address of the initial registered office and the initial registered agent is:

Jean S. Simmons  
7234 Black Bull Lane  
Orlando, FL 32835

ARTICLE V

The capital stock of the corporation shall consist of 100 shares of common stock with a par value of \$5.00.

ARTICLE VI

The amount of capital with which the corporation shall commence business is not less than \$500.00

ARTICLE VII

The business of the corporation shall be conducted by a board of not less than two (2) directors. The names and post office addresses of the first directors are as follows:

Jean S. Simmons  
P.O. Box 617483  
Orlando, FL 32861

Darla J. Ralston  
P.O. Box 307  
Gotha, FL 34734

These directors shall hold office for the first year of existence of the corporation or until their successors are elected and have qualified.

ARTICLE VIII

The officers of the corporation shall be a president, none or more vice presidents, a secretary and a treasurer. The number of vice presidents may be fixed and determined by the Board of Directors, from time to time. Until the first meeting of the Board of Directors, or until their successors are duly elected and qualified, the following shall be the officers of the corporation:

President	Jean S. Simmons
Secretary	Darla J. Ralston
Treasurer	Darla J. Ralston

#### ARTICLE IX

The names and post office addresses of the subscribers to these Articles of Incorporation and the number of shares of stock and the consideration therefore, which each subscriber agrees to take, are as follows:

<u>NAMES AND ADDRESS</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
Jean S. Simmons P.O. Box 617483 Orlando, FL 32861	100	\$500.00

#### ARTICLE X

The annual meeting of the stockholders shall be held on the second Monday of March each year, or at such other time as may be fixed by the By-Laws, at which time the Board of Directors shall be elected and such other business as may properly come before the meeting may be considered and transacted.

The officers of the corporation shall be elected annually by the Board of Directors at a meeting of the Board of Directors to be held annually immediately following the annual stockholders' meeting.

The time, place and manner of calling meetings of the stockholders and directors shall be fixed by the By-Laws of the corporation. The Board of Directors may provide for the election of and prescribe the duties of such other officers and agents as the Board may deem advisable and proper and may take such action not inconsistent with the Articles of Incorporation, and the By-Laws of the corporation and the laws of the State of Florida, as such Board may deem advisable for the conduct and operation of the business of the corporation.

The Board of Directors shall appoint a resident agent as required by the laws of the State of Florida.

#### ARTICLE XI

The highest amount of liability to which this corporation can, at any time, subject itself, shall be unlimited.

#### ARTICLE XII

The shareholders of this corporation shall have a pre-emptive right to acquire unissued or treasury shares of the corporation convertible into or carrying a right to subscribe to or acquire shares as issued by the corporation.

ARTICLE XIII

A special meeting of the subscribers or their assigns shall be held, upon the call of the president, for the purpose of completing the organization of the corporation and the adoption of the By-Laws and the transaction of such other businesses as may be desired.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Orlando, Florida, this 22 day of DECEMBER, 1998.

Jean L. Simmons (Seal)

CERTIFICATE OF DESIGNATION

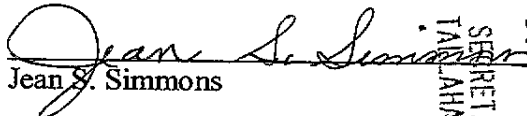
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is CECO Construction Engineering Co., Inc.
2. The name and address of the registered agent and office is:

Jean S. Simmons  
7234 Black Bull Lane  
Orlando, FL 32835

Having been named as Registered Agent and to accept service of process for the above stated 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.

  
Jean S. Simmons

98 DEC 28 PM 3:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

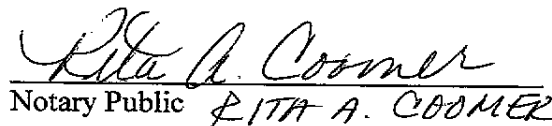
STATE OF FLORIDA

COUNTY OF ORANGE

Before me, the undersigned authority, personally appeared Jean S. Simmons, who produced identification of a Florida Driver's License, 5552-477-34-795-0 known by me to be the person who executed the foregoing Articles of Incorporation and Registered Agent Certificate and who acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal in the State and County last aforesaid this 22 day of DECEMBER, 1998.



  
Notary Public RITA A. COOMER