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HAGEN & PARSONS
A PROFESSIONAL CORPORATION

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January 14, 1999

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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-01/15/99--01035--013

*****78.75 *****78.75

Re: Westdale Florida, Inc.
Our File No. WEST-630

Ladies and/or Gentlemen:

Enclosed is the original and one copy of the Articles of Incorporation for the captioned corporation, along with a check in the amount of \$78.75, covering the \$70.00 filing fee and the \$8.75 Certificate of Status charge.

Please file stamp both copies and return one copy to me, together with your letter indicating that the Articles of Incorporation have been received and filed as evidence of such filing.

Please give me a call if any questions arise.

Very truly yours,

Tim Hagen

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99 JAN 15 PM 1:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TDH:cw

Enclosures

cc: Joe Beard (VIA FAX 214/887-1575, w/enclosure)
Ian Sanders (VIA FAX 954/921-7494, w/enclosure)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
WESTDALE FLORIDA, INC.**

The undersigned corporation, acting as incorporator of a corporation under the Florida statutes (the "Statutes"), does hereby adopt the following articles of incorporation for such corporation:

1. **Name.** The name of the corporation is **WESTDALE FLORIDA, INC.**
2. **Duration.** The period of its duration is perpetual.
3. **Purpose.** The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Statutes and the exercise of any and all powers which are or may be permitted by law, and to do any and all things hereinbefore set forth to the same extent as a natural person might or could do.
4. **Principal Office.** The principal place of business and mailing address for the corporation is 3300 Commerce Street, Dallas, Texas 75226.
5. **Registered Office and Agent.** The Florida street address of the corporation's initial registered office is 3100 North 29th Court, Hollywood, Florida 33020-1304, and the name of its initial registered agent at such address is Ian Sanders.
6. **Commencement of Business.** The corporation will not commence business until it has received for the issuance of its shares consideration of the value of at least One Thousand Dollars (\$1,000.00), consisting of money, labor done or property actually received.
7. **Shares.** The aggregate number of shares which the corporation shall have authority to issue is one hundred thousand (100,000) Common Shares of the par value of Ten Cents (\$.10) each.
8. **Pre-Emptive Rights.** No shareholder shall have any pre-emptive right to purchase shares of the corporation.
9. **Written Consent by Shareholders.** Any action which must be taken at any annual or special meeting of shareholders, or any action which may be taken at any annual or special meeting of shareholders, may be taken without a meeting, without notice and without a

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vote, if a consent or consents in writing, setting forth the action taken, is signed by the holder or holders of shares having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all shares entitled to vote on the action were present and voted.

10. Non-Cumulative Voting. Cumulative voting is expressly prohibited. Directors shall be elected by majority vote of the shares represented at any meeting at which a quorum is present.

11. Bylaws. The power to alter, amend or repeal the Bylaws, or to adopt new Bylaws, shall be vested in either the shareholders or the Board of Directors of the corporation.

12. Initial Director. The number of directors constituting the initial Board of Directors is one; thereafter, the number of directors of the corporation shall be fixed in accordance with the Bylaws. The name and address of the person who is to serve as the director until the first annual meeting of the shareholders or until his successor is elected and qualified is:

<u>Name</u>	<u>Address</u>
Joseph G. Beard	3300 Commerce Street Dallas, Texas 75226

13. Limitation of Liability of Directors. Directors of the corporation shall not be liable to the corporation or its shareholders for monetary damages for an act or omission in the director's capacity as a director, except that this provision shall not eliminate or limit the liability of a director for:

- (1) a breach of a director's duty of loyalty to the corporation or its shareholders;
- (2) an act or omission not in good faith that constitutes a breach of the director's duty to the Corporation or an act or omission that involves intentional misconduct or a knowing violation of the law;
- (3) a transaction from which a director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office;
- (4) an act or omission for which the liability of a director is expressly provided by statute; or
- (5) an act related to an unlawful stock repurchase or payment of a dividend.

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14. **Incorporator.** The name and address of the incorporator is: **SECRETARY OF STATE
TALLAHASSEE, FLORIDA**
- Hagen & Parsons, P.C. North Central Plaza Three
12801 N. Central Expwy., Suite 370
Dallas, Texas 75243

IN WITNESS WHEREOF, I have hereunto set my hand January 14, 1999.

HAGEN & PARSONS,
A PROFESSIONAL CORPORATION

By:


Timothy D. Hagen, President

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, 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.

EXECUTED this the 13 day of January, 1999.


Ian Sanders