

P9900000835

Registered Name



MANUFACTURERS OF CONTRACT SEATING

Since 1953

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Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Sunbrite International, Inc. (Corporation Name) (Document #)
2. _____ (Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)

99 JAN 25 PM 4:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

- | | | |
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| <input type="checkbox"/> Walk in | <input type="checkbox"/> Pick up time _____ | <input type="checkbox"/> Certified Copy |
| <input type="checkbox"/> Mail out | <input type="checkbox"/> Will wait | <input type="checkbox"/> Photocopy |
| | | <input type="checkbox"/> Certificate of Status |

NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 20, 1999

SUNBRITE INTERNATIONAL MANUFACTURERS OF CONTRACT SERVIC
3019 JOHN YOUNG PARKWAY
ORLANDO, FL 32804

SUBJECT: SUNBRITE INTERNATIONAL, INC.
Ref. Number: W99000001453

We have received your document for SUNBRITE INTERNATIONAL, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must have original signatures.

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) 487-6933.

Dana Calloway
Document Specialist

Letter Number: 999A00002624

Returned original signatures

*Thank You
Angie Brandt*



25 Jan 99

Attn. Dana Calloway
FLA. Dept. of State
Ref. 999 A00002624

Mr. Calloway,

Enclosed original sign signature.

Please expedite asap.

Thank you

Luis Brandi Jr.

ARTICLES OF INCORPORATION
OF
SUNBRITE INTERNATIONAL, Inc.

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TALLAHASSEE FLORIDA

The undersigned incorporators, being competent to contract, subscribe to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

ARTICLE I - Name

The name of this corporation shall be SUNBRITE INTERNATIONAL, Inc.

ARTICLE II - Business and Activities

SUNBRITE INTERNATIONAL, Inc. may be, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida. Provided, however, and notwithstanding the generality of the foregoing, SUNBRITE INTERNATIONAL, Inc. is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

ARTICLE III - Capital Stock

A. The authorized capital stock of SUNBRITE INTERNATIONAL, Inc. and the maximum number of shares of stock that SUNBRITE INTERNATIONAL, Inc. is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued, shall become and be fully paid and nonassessable, the same as though paid for in cash, and the Directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

ARTICLE IV - Term of Existence

The effective date upon which SUNBRITE INTERNATIONAL, Inc. shall come into existence shall be the date of filing, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE V - Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 3019 John Young Parkway, Orlando, FL 32804 and the name of the initial registered agent of SUNBRITE INTERNATIONAL, Inc. at that address is Luigi Brandi. The principal office shall be the same as the registered office.

ARTICLE VI - Directors

- A. The initial number of Directors of SUNBRITE INTERNATIONAL, Inc. shall be one.
- B. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the By-Laws of SUNBRITE INTERNATIONAL, Inc.
- C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.
- D. Nothing in this Article shall be construed to preclude the Directors from serving SUNBRITE INTERNATIONAL, Inc. in any other capacity and receiving compensation therefor.
- E. The names and street addresses of the initial members of the Board of Directors, each to hold office as long as permitted by these Articles and the By-Laws of SUNBRITE INTERNATIONAL, Inc. are:

<u>NAME</u>	<u>STREET ADDRESS</u>
Luigi Brandi	3019 John Young Parkway, Orlando, FL 32804

F. Any Directors may be removed from office by the holders of a majority of the stock entitled to vote thereon and any annual or special meeting of the Shareholders of this Corporation, for any cause deemed sufficient by such Shareholders, provided, however, that the initial Directors named and appointed in Paragraph E of this Article may only be removed by a supermajority vote of 4/5 of the Shareholders.

G. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

ARTICLE VII - Incorporator(s)

The names and street addresses of the incorporators signing these Articles are:

NAME

STREET ADDRESS

LUIGI BRANDI

3019 John Young Parkway, Orlando, FL 32804

ARTICLE VIII - Lost or Destroyed Certificates

Stock Certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the By-Laws of SUNBRITE INTERNATIONAL, Inc.

ARTICLE IX - By-Laws

The power to adopt, alter, amend or repeal By-Laws of this Corporation shall be vested in the Shareholders or the Board of Directors of SUNBRITE INTERNATIONAL, Inc. provided, however, that any By-Laws adopted by the Directors which are inconsistent with the By-Laws adopted by the Shareholders shall be void, and the Directors may not alter, amend or repeal any By-Laws adopted by the Shareholders.

ARTICLE X - Preemptive Rights

Every Shareholder, upon the sale or resale of any stock of SUNBRITE INTERNATIONAL, Inc. of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation
this 15th day of ~~October~~ November, 1995.

Luigi Brandi
Luigi Brandi
Incorporator

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 15th day of November, 1995, by Luigi Brandi, who is personally known to me or who has produced _____ as identification and did (did not) take an oath.



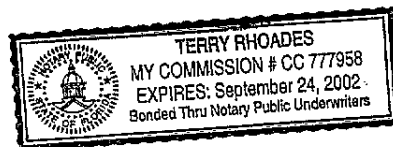
J BROCK MCCLANE
My Commission CC443066
Expires Mar. 02, 1999
Bonded by HAI
800-422-1555

J. Brock McClane
NOTARY - Comm. # _____

J. Brock McClane
Typed/Printed Name of Notary
My commission expires:

*Original Signature Signed
Before me this 25th of January
1999. has produced for Drivers Lic.*

Terry Rhoades



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned hereby accepts the appointment to serve as the Initial Registered agent of SUNBRITE INTERNATIONAL, Inc.

Luigi Brandi

LUIGI BRANDI
3019 John Young Parkway
Orlando, Florida 32804
Telephone: (407) 294-9041

c:\s\SUNBRITE\articles.inc

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TALLAHASSEE FLORIDA**