

JOHN D. CASSELS, JR.  
LAURA ANN McCALL

LAW OFFICE OF  
**CASSELS & McCALL**

P. O. BOX 968 • 400 NW 2<sup>nd</sup> STREET • OKEECHOBEE, FL 34973 • TELEPHONE 941-763-3131 • FAX 941-763-1031 • E-MAIL mail@legal-one.com

9990000 31534  
Mar 13 1999

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

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-04/02/99--01020--003  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

**Re: SHORELINE SEAWALL, INC.**  
**Our File No: 99-8694**

Dear Sir/Madam:

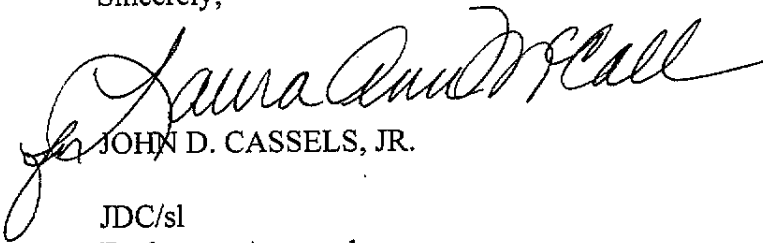
You will find enclosed herewith an *original* executed Articles of Incorporation for SHORELINE SEAWALL, INC., along with a copy of same. Also enclosed is our firms's check in the amount of \$78.75 to cover the following:

Filing Fee of Articles	\$35.00
Certified Copy of Articles	\$8.75
Certificate Designating	\$35.00
Resident Agent	

Please return the certified copy of the Articles, together with your Certification of Incorporation at your earliest convenience.

With kindest regards, I am

Sincerely,

  
JOHN D. CASSELS, JR.

JDC/sl  
Enclosure: As stated.  
cc: Mel McMaster

**FILED**  
99 APR -2 PM 1:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APR -6 1999

SHARON

**ARTICLES OF INCORPORATION  
OF  
SHORELINE SEAWALL, INC.**

**FILED**  
99 APR -2 PM 1:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

**ARTICLE I. NAME**

The name of this corporation shall be SHORELINE SEAWALL, INC.

**ARTICLE II. COMMENCEMENT & DURATION**

The commencement of this Corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Secretary of State, State of Florida. The duration of the Corporation shall be perpetual.

**ARTICLE III. PURPOSE**

The general purposes for which the Corporation is organized are:

1. To such extent as a corporation organized under the Business Corporation Law of this state may now or hereafter lawfully do, to do, either as principal or agent and either alone or in connection with other corporations, firms, or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of this Corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights, and privileges which a corporation may now or hereafter be organized to do or to exercise under the Business Corporation Law of this state or under any act amendatory thereof, supplemental thereto, or substituted therefor.

2. To do such other things that are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

#### ARTICLE IV. CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is ONE THOUSAND (1,000). Such shares shall be of a single class, and shall have \$1.00 par value.

Every shareholder, upon the sale for cash of any new stock of this Corporation, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

The Corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than thirty-five (35) persons.

#### ARTICLE V. PRINCIPAL OFFICE

The address of the initial principal office of the Corporation is: 980 SE 23<sup>rd</sup> Street, Okeechobee, Florida 34974. The mailing address of the Corporation is 980 SE 23<sup>rd</sup> Street, Okeechobee, Florida 34974.

#### ARTICLE VI. INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors of the Corporation are four (4), which number may be increased or decreased pursuant to the bylaws of the Corporation, but shall never be less than one (1). The name and street address of each person appointed to act as Directors until the first annual meeting or until their successors are duly chosen and qualified are as follows:

MEL McMASTER

980 SE 23<sup>rd</sup> Street  
Okeechobee, FL 34974

MARK McMASTER

1020 SE 21<sup>st</sup> Street  
Okeechobee, FL 34974

RICH MAGILL

1475 SE 21<sup>st</sup> Street  
Okeechobee, FL 34974

RICK ASPDEN

3840 Mildred  
Wayne, MI 48184

#### ARTICLE VII. DIRECTORS REMOVAL BY STOCKHOLDERS

The stockholders shall have the right at any regular meeting, or at any special meeting called for such purpose, to remove any director of the Corporation with or without cause.

#### ARTICLE VIII. INDEMNIFICATION

The Corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

#### ARTICLE IX. STOCKHOLDERS MEETINGS

The presence, at any stockholders' meeting, in person or by proxy, of persons entitled to vote all of the shares of the Corporation then issued and outstanding shall constitute a quorum, for the transaction of business.

The affirmative vote of a majority of the outstanding shares of the Corporation shall be considered the act of the stockholders.

#### ARTICLE X. DIRECTORS MEETINGS

A majority of the authorized number of directors shall constitute a quorum of the Board of Directors for the transaction of business.

The consent of a majority of the directors shall be required to constitute any act or decision of the Board of Directors.

ARTICLE XI. INCORPORATOR

The name and street address of the incorporator is: MEL McMASTER, 980 SE 23<sup>rd</sup> Street,  
Okeechobee, Florida 34974.

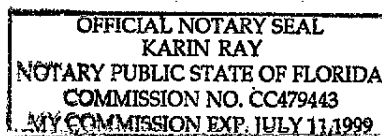
Mel McMaster  
MEL McMASTER, Incorporator

STATE OF FLORIDA  
COUNTY OF OKEECHOBEE

On this 26<sup>th</sup> day of March, 1999, MEL McMASTER, designated above as the individual  
who shall serve as the Corporation's incorporator, ( ☒ ) who is personally known to me, or ( ) who  
has produced \_\_\_\_\_ as identification, personally appeared before  
me at the time of notarization, and , after being given the oath, acknowledged signing these Articles  
of Incorporation of SHORELINE SEAWALL, INC.

Karin Ray  
Signature of NOTARY PUBLIC

Karin Ray  
Printed Name of NOTARY PUBLIC  
My commission expires:



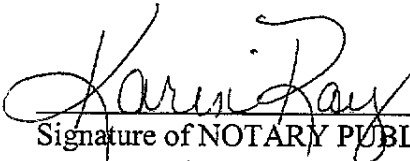
**CONSENT OF RESIDENT AGENT TO ACCEPT SERVICE**

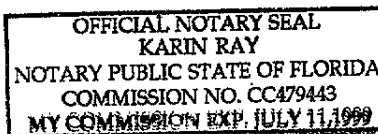
I, MEL McMASTER, hereby agree to be the resident agent for **SHORELINE SEAWALL, INC.**, and further hereby agree to accept any and all correspondence directed to said corporation and addressed to the registered office at 980 SE 23<sup>rd</sup> Street, Okeechobee, Florida 34974. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for SHORELINE SEAWALL, INC.

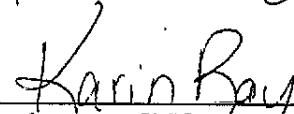
  
MEL McMASTER - Registered Agent

STATE OF FLORIDA  
COUNTY OF OKEECHOBEE

On this 26<sup>th</sup> day of March, 1999, MEL McMASTER, designated above as the individual who shall serve as the Corporation's initial registered agent, ( ☒ ) who is personally known to me, or ( ) who has produced \_\_\_\_\_ as identification, personally appeared before me at the time of notarization, and , after being given the oath, acknowledged signing these Articles of Incorporation of SHORELINE SEAWALL, INC.

  
Signature of NOTARY PUBLIC



  
Printed name of NOTARY PUBLIC  
My commission expires:

**FILED**  
99 APR -2 PM 1:50  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE