

P99000051096



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 264729 7132735

AUTHORIZATION :

COST LIMIT : \$ 78.75

*Patricia Pujat*

FILED

99 JUN -7 PM 1:37

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : June 7, 1999

ORDER TIME : 10:21 AM

ORDER NO. : 264729-005

CUSTOMER NO: 7132735

400002896794--7

CUSTOMER: Lorie L. Mccarroll, Cpa  
LORIE L. MCCARROLL, CPA  
LORIE L. MCCARROLL, CPA  
Suite 300  
2334 E. State Road 200  
Fernandina Beac, FL 32034

DOMESTIC FILING

NAME: CALLAWAY HEATING & COOLING,  
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Mimi Stephens

EXAMINER'S INITIALS:

PH 6/7/99 ✓  
(6)

RECEIVED  
DIVISION OF CORPORATE  
TALLAHASSEE, FL

99 JUN -7 PM 12:57

RECEIVED

ARTICLES OF INCORPORATION  
OF

CALLAWAY HEATING & COOLING, INC.

FILED  
99 JUN -7 PM 1:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be:

CALLAWAY HEATING & COOLING, INC.

ARTICLE II

This corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 10,000 shares. All such shares shall be of a single class, designated as common.

ARTICLE IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have

unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

At each election of directors, no shareholder shall be entitled to cumulate his or her votes in voting for the election of directors.

#### ARTICLE V

The corporation elects to have preemptive rights.

#### ARTICLE VI

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

#### ARTICLE VII

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

#### ARTICLE VIII

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

#### ARTICLE IX

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of two directors whose name and addresses are as follows:

CURTIS CALLAWAY  
1844 Haddock Rd.  
Yulee, FL 32097

TERRY CALLAWAY  
1844 Haddock Rd.  
Yulee, FL 32097

#### ARTICLE X

The initial registered agent of the corporation is:  
LORIE L. MCCARROLL, C.P.A.

The street address of the corporation's initial registered office is:

2334 E. State Road 200, Suite 300  
Fernandina Beach, FL 32034

#### ARTICLE XI

The principal place of business and mailing address of this corporation shall be:

1844 Haddock Rd.  
Yulee, FL 32097

ARTICLE XII

The name and address of the incorporator to these Article of Incorporation is:

Lorie L. McCarroll, C.P.A.  
2334 E. State Road 200, Suite 300  
Fernandina Beach, FL 32034

The undersigned incorporator has executed these Articles of Incorporation this 4th day of June, 1999.

  
\_\_\_\_\_  
Lorie L. McCarroll, C.P.A., Incorporator

CONSENT TO SERVE AS REGISTERED AGENT  
FOR  
CALLAWAY HEATING & COOLING, INC..

Having been named in the state of Florida as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Date: June 4, 1999

  
\_\_\_\_\_  
Signature of Registered Agent

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TALLAHASSEE, FLORIDA