# 1999 RANSMITTAL LETTER 702/8

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

800002947159--7 -08/02/98--01054--007 \*\*\*\*\*\*70.00 \*\*\*\*\*\*70.00

SUBJECT: Cimate Contro (Proposed corpor	rate name - must include suffi	κ)
Enclosed is an original and one(1) copy of the article	es of incorporation and a	check for:
\$70.00 \$78.75 Filing Fee Filing Fee & Certificate of Status	□\$78.75 Filing Fee & Certified Copy  ADDITIONAL CO	□ \$87.50 Filing Fee, Certified Copy & Certificate of Status PY REQUIRED
FROM: Orlando R. Hernandez Name (Printed or typed)		
201 Lakerlew	Drive #102 Address	99 A SECI TALL
Weston, Fl.	33326 , State & Zip	99 AUG -2 AI SECRETARY O TALLAHASSEF

(305) 597-9353 Daytime Telephone number

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



Charter No.	

#### **ARTICLES OF INCORPORATION**

**OF** 

#### **CLIMATE CONTROL, INC.**

#### <u>ARTICLE I - NAME</u>

The name of this corporation is CLIMATE CONTROL, INC.



### **ARTICLE II - DURATION**

This corporation shall have perpetual existence, unless sooner dissolved by law, commencing with the filing of the Certificate with the Secretary of State, State of Florida.

#### ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Laws of the Florida General Corporation Act.

## ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of \$1.00 par value common stock, which shall be designated "Common Stock". The Corporation may, from time to time, authorize and/or issue additional shares.

#### ARTICLE V - PREEMPTIVE RIGHTS

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

#### ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 201 Lakeview Drive. #102, Weston, Florida 33326, and the name of the initial Registered Agent of this Corporation is Orlando Ruben Hernandez. The principal place of business is P.O. Box 266911, Weston, Broward County, Florida.

# ARTICLE VII - INITIAL BOARD OF DIRECTORS AND OFFICERS

This corporation shall have ONE (1) director(s) initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1).

The names of the initial officers and directors of this corporation are:

Orlando Ruben Hernandez P.O. Box 266911 Weston, Florida 33326 President, Vice President and Director

Maria Hernandez P.O. Box 266911 Weston, Florida 33326 Secretary, Treasurer and Director

#### ARTICLE VIII - INCORPORATOR

The name of the incorporator, signing these Articles is:

Orlando Ruben Hernandez P.O. Box 266911 Weston, Florida 33326

#### ARTICLE IX - CUMULATIVE VOTING

At each election for directors, every stockholder entitled to vote at such election shall have the right to accumulate his/her votes by giving one (1) candidate as many votes as the number of directors to be elected at that time multiplied by the number of his/her shares, or by distributing such votes on the same principle among any number of such candidates.

#### ARTICLE X - SHAREHOLDER QUORUM AND VOTING

Fifty-one (51%) percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of shareholders.

If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholder(s).

# ARTICLE XI - GREATER VOTING REQUIREMENTS FOR SHAREHOLDERS WITH RESPECT TO DISSOLUTION

The affirmative vote of fifty-one (51%) percent of the issued shares of this Corporation, entitled to vote thereon shall be required for the authorization of any resolution to dissolve this corporation.

#### ARTICLE XII - DIRECTORS COMPENSATION

The shareholders of this corporation shall have the exclusive authority to adjust the compensation of officers and directors of this corporation.

#### ARTICLE XIII - SPECIAL PROVISION

It is the intent if the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an S Corporation.

#### **ARTICLE XIV - INDEMNIFICATION**

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

#### ARTICLE XV - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 29th day of July, 1999.

Orlando Ruben Hernandez

Incorporator

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE )

This foregoing instrument was acknowledged before me this <u>29</u> day of July, 1999 by Orlando Ruben Hernandez, as incorporator for CLIMATE CONTROL, INC., who personally appeared before me at the time of notarization and who is personally known to me or has produced Drivers License as identification and who (did did not) take an oath.

print:

HUBEN GIOVANNI SUAREZ LIV Comm Exp. 6/16/2001 HOTARY Bonded By Service Ins No. CC656146 It Personally Known [1 Cabar I.D. NOTARY PUBLIC

State of Florida at Large

My Commission Expires: 06/16/2001

(Ruben Giovanni Suarez

### CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA. NAMING THE AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE

#### FOLLOWING IS SUBMITTED:

FIRST, THAT CLIMATE CONTROL, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF WESTON, STATE OF FLORIDA, HAS NAMED ORLANDO RUBEN HERNANDEZ AS REGISTERED AGENT, LOCATED AT 201 LAKEVIEW DRIVE, #102, WESTON, FLORIDA 33326, AS THE AGENT UPON WHOM PROCESS MAY BE SERVED. THE PRINCIPAL ADDRESS OF THE BUSINESS IS P.O. BOX 266911, WESTON, FLORIDA 33326.

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE:

Orlando Ruben Hernandez

Incorporator

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THIS PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE:

LANDO RUBEN HERNANDEZ

(RESIDENT AGENT)

DATED:

7/27/99

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