

PA4000073191

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Wolfe Enterprises, Inc

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

☒ Art of Inc. File

LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Trade/Service Mark

Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

☒ Cert. Copy

Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

**T BROWN** AUG 17 1999

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

FILED

99 AUG 17 AM 11:56

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED

99 AUG 16 AM 10:16  
DEPARTMENT OF STATE  
DIVISION OF CORPORATE AFFAIRS  
TALLAHASSEE, FLORIDA

W99-1842



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

August 16, 1999

CAPITAL CONNECTION, INC.  
417 E. VIRGINIA STREET, SUITE 1  
TALLAHASSEE, FL 32302

SUBJECT: WOLFE ENTERPRISES, INC.  
Ref. Number: W99000018921

We have received your document for WOLFE ENTERPRISES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list at least one incorporator with a complete business street address.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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.

Teresa Brown  
Corporate Specialist

Letter Number: 399A00041187

RECEIVED  
SEP 17 10:56

*Corrected*

FILED  
99 AUG 17 AM 11:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

H.G. Wolfe Enterprises, Inc.  
A Florida Corporation

(Pursuant to Chapter 607 and 621, Florida Statutes)

The undersigned persons have associated themselves for the purpose of forming a corporation under the laws of Florida and adopt the following Articles of Incorporation.

1. Name. The name of this corporation is H.G. Wolfe Enterprises, Inc. The period of duration shall be perpetual.
2. Purpose and Powers. This corporation is organized for the transaction of any and all lawful business for which corporations may be incorporated under the laws of the State of Florida, as they may be amended from time to time.

This corporation shall have the broad general powers set forth in s. 607.0302, Florida Statutes, and in addition the following powers:

- a. To act on its own behalf in all legal or equitable proceedings or suits.
- b. To acquire, hold, use, deal in, encumber, dispose of property, real or personal, and any interest therein.
- c. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.
- d. To purchase the corporate assets of any other corporation and engage in the same or other character of business.
- e. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

f. To enter into, make, perform, and carry out contracts and agreements of every kind, for any lawful purposes, with limit as to amount, with any person, firm, association, or corporation; and to transact any further and other business necessarily connected with the purposes of this corporation, or calculated to facilitate the same.

g. To carry on any or all of its operation and businesses and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount; and to have, use, exercise and enjoy all of the general powers of like corporations.

h. To do any or all of the things herein set forth to the same extent as natural persons might or could do, in any part of the world as principals, agents, contractors, or otherwise, alone, or any company with others, and to do and perform all such other things and acts as may be necessary, profitable, or expedient in carrying on any of the business or acts above named.

i. The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in any way limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this Article or any other Articles; but that the objects and powers specified in each of the clauses in the Article shall be regarded as independent objects and powers.

3. Initial Business. The general nature of the business proposed to be transacted initially by the corporation, at any place within the United States, is engaging in the sale and repair of equipment for assisted medical care and generally to do all acts reasonable and necessary for the furtherance of such business.

4. Authorized Capital. The Corporation Shall have the authority to issue 10,000 shares of common stock. The par value of the stock is \$1.00.

5. Known Place of Business. The known place of business of the corporation shall be 4650 South Cleveland Avenuc, Unit 2B, Ft. Myers, Florida 33907.

6. Board of Directors. The number of directors of the corporation shall be fixed and may be altered from time to time as may be provided in the bylaws but in any event shall consist of no fewer than one member. In case of any increase in the number of directors, the additional directors may be elected by the directors or by the shareholders at an annual or special meeting, as shall be provided in the bylaws.

The initial Board of Directors shall consist of one persons, who shall serve until the first annual meeting of the shareholders, and whose names and addresses are:

H. GEORGE WOLFE, JR.  
18429 SE Wood Haven Lane  
Pinehurst G, Riverbend  
Tequesta, FL 33469

BETTY L. WOLFE  
18429 SE Wood Haven Lane  
Pinehurst G, Riverbend  
Tequesta, FL 33469

7. Officers. The initial officers of the corporation who shall serve at the pleasure of the board of directors are:

H. GEORGE WOLFE, JR., President/Secretary/Treasurer  
BETTY L. WOLFE, Vice President

8. Dealings by Directors. No contract or other transaction between the corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is

owned by this corporation, and no act of the corporation shall be in any way affected or invalidated by the fact that any of the directors of this corporation are pecuniary or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which such director may be a member, may be a party to or may be pecuniary or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of the corporation who is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize such contract or transaction, and may vote thereat to authorize such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

9. Limitation of Director's Liability. No director shall be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director; provided, however, that this Article shall not eliminate or limit the liability of a director for (a) any breach of the director's duty of loyalty to the corporation or its shareholders; (b) acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of law; (c) authorizing the unlawful payment of a dividend or other distribution on the corporation's capital stock or the unlawful purchase of its capital stock; (d) any violation of Florida law (Director Conflicts of Interest); or (e) any transaction from which the director derived an improper personal benefit. This Article shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date on which this Article becomes effective.

10. Indemnification of Officers, Employees, Agents. Subject to the provisions of this Article, the corporation shall indemnify any and all its existing and former officers, employees and agents against all expenses incurred by them and each of them, including but not limited to legal fees, judgments, penalties and amounts paid in settlement or compromise, which may arise or be incurred, rendered or levied in any legal action brought or threatened against any of them for or on account of any action or omission alleged to have been committed while acting within the scope of employment as officer, employee or agent of the corporation, whether or not any settlement or compromise is approved by a court. Indemnification shall be made by the corporation whether the legal action brought or threatened is by or in the right of the corporation or by any other person.

Whenever any existing or former officer, employee or agent shall report to the president of the corporation or the chairman of the Board of Directors that he or she has incurred or may incur expenses, including but not limited to legal fees, judgments, penalties, and amounts paid in settlement or compromise in a legal action brought or threatened against him or her for or on account of any action or omission alleged to have been committed by him or her while acting within the scope of his or her employment as a officer, employee or agent of the corporation, the Board of Directors shall, at its next regular or at a special meeting held within a reasonable time thereafter, determine in good faith whether, in regard to the matter involved in the action or contemplated action, such person acted, failed to act, or refused to act willfully or with gross negligence or with fraudulent or criminal intent.

If the Board of Directors determines in good faith that such person did not act, fail to act, or refuse to act willfully or with gross negligence or with fraudulent or criminal intent in regard to the matter involved in the action or contemplated action, indemnification shall be mandatory and shall be automatically extended as specified herein; provided, however, that no such indemnification shall be available with respect to liabilities under the Securities Act of 1933 and provided further that the corporation shall have the right to refuse indemnification in any instance in which the person to whom indemnification would otherwise have been applicable shall have unreasonably refused to permit the corporation, at its own expense and through counsel of its own choosing, to defend him or her in the action.

11. Registered Agent.

The name and Registered address of the Registered agent of the Corporation is:

H. GEORGE WOLFE, JR.  
18429 SE Wood Haven Lane  
Pinehurst G, Riverbend  
Tequesta, Florida 33469

12. The Corporation will not commence business until it has received for the issuance of its shares consideration of the value of a stated sum which shall be at least one thousand dollars (\$1,000.00).

IN WITNESS WHEREOF, the following incorporators have signed these Articles of Incorporation, intending that they be effective as of August 10, 1999.

Executed this 10<sup>th</sup> day of August, 1999 by all incorporators.



M. KIRBY WATSON  
201 Second Avenue North  
Suite C  
St. Petersburg, FL 33701-3317.

## ACCEPTANCE BY REGISTERED AGENT

H. GEORGE WOLFE, JR. who has been a bona fide resident of Florida, hereby accepts his appointment as Registered Agent of H.G. Wolfe Enterprises, Inc., to accept and acknowledge service of, and upon whom may be served, all necessary process or processes in any action, suit or proceeding that may be had or brought against this corporation in any of the courts of Florida; and affirms that his office at the address set forth in the foregoing Articles shall serve as the Registered office of the corporation.

DATE: August 10, 1999

H. George Wolfe Jr  
H. GEORGE WOLFE JR.

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99 AUG 17 AM 11:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA