

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

200002967262--1
-08/23/99--01139--001
*****87.50 *****87.50

SUBJECT: DIMENSIONAL SURFACING STUDIO, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00 Filing Fee
☐ \$78.75 Filing Fee & Certificate of Status

☐ \$78.75 Filing Fee & Certified Copy
☒ \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED

EFFECTIVE DATE
8-19-99

FROM: CHAD M. MCCLENATHEN, ESQ.
Name (Printed or typed)
630 S. ORANGE AVENUE
Address
SARASOTA, FL 34236
City, State & Zip
941-366-8826
Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE FLORIDA

99 AUG 23 PM 4:16

FILED

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

FILED
99 AUG 23 PM 4:16
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF**

DIMENSIONAL SURFACING STUDIO, INC.

EFFECTIVE DATE
8-19-99

The undersigned subscribers to these Articles of Incorporation, who are natural persons competent to contract, hereby present these Articles for the formation of a corporation under the Florida Business Corporation Act, and other laws of the State of Florida.

ARTICLE I

NAME, PRINCIPAL OFFICE, AND MAILING ADDRESS

The name of this corporation is "Dimensional Surfacing Studio, Inc.". The street address of the principal office and mailing address of the corporation is 7339 St. Georges Way, University Park, Florida 34201.

ARTICLE II

CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) at \$1.00 par value.

No stock may be transferred except as provided in a Shareholders Agreement on file with the corporation.

All stock certificates of the Corporation owned by the Shareholders shall bear a legend with the following endorsement:

"Any transfer or encumbrance of this certificate or any share of stock represented hereby is restricted and is subject to a Shareholders Agreement dated August 19, 1999, by and among the Corporation and the Shareholders, copies of which are on file at the registered office of the Corporation. The holder of this

certificate is also bound by each of the terms and obligations of such agreement. The acceptance of a transfer of this certificate constitutes acceptance by the transferee of all of the provisions of that agreement."

ARTICLE III

EFFECTIVE DATE AND TERM OF EXISTENCE

The effective date of corporate existence for the entity formed by these Articles shall be the 19th day of August, 1999, and this corporation is to exist perpetually thereafter.

ARTICLE IV

REGISTERED OFFICE

AND REGISTERED AGENT

The name of the initial registered agent of this corporation is Chad M. McClenathen and the initial registered office is located at 630 South Orange Avenue, Sarasota, Florida 34236.

ARTICLE V

DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time in accordance with the procedures set forth in the Bylaws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Bryon P. Ferguson	7339 St. Georges Way University Park, FL 34201
Judith Nelson	7339 St. Georges Way University Park, FL 34201

Angelyn Sorenson

7339 St. Georges Way
University Park, FL 34201

Directors of this corporation may take action by written consent as provided by law.

ARTICLE VI **INCORPORATOR**

The names and addresses of the Incorporators signing these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
Bryon P. Ferguson	7339 St. Georges Way University Park, FL 34201
Judith Nelson	7339 St. Georges Way University Park, FL 34201
Angelyn Sorenson	7339 St. Georges Way University Park, FL 34201

ARTICLE VII

BYLAWS

The manner of exercising voting rights and procedures of the operation of the corporation are set forth in the Bylaws. The Bylaws may be amended in the manner set forth in the Bylaws.

ARTICLE VIII

AMENDMENTS

These Articles may be amended by action or vote of a majority of the Board of Directors, provided, however, shareholder approval shall be obtained when required by law or under the terms of the Shareholder Agreement.

ARTICLE IX

INDEMNIFICATION

Indemnity. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or

proceedings, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, officer or committee member of the Corporation, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceedings, unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith, nor in a manner he reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further specifically determines that indemnification should be denied. The termination of any action, suit or proceedings by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful. It is the intent of the membership, by the adoption of this provision, to provide the most comprehensive indemnification possible to their officers, directors and committee members as permitted by Florida law.

Expenses. To the extent that a director, officer, or committee member of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Article IX above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceedings upon receipt of an undertaking by or on behalf of the affected director, officer, or committee

member to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article IX, or as otherwise permitted by law.

Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of members or otherwise, and shall continue as to a person who has ceased to be a director, officer, or committee member and shall inure to the benefit of the heirs and personal representatives of such person.

Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, or committee member against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article. Notwithstanding anything in this Article IX to the contrary, the provisions herein provided for indemnification shall only be applicable to the extent insurance coverage does not apply or is insufficient.

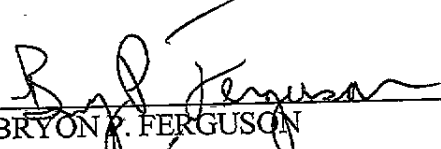
ARTICLE X


SPECIAL PROVISIONS

No contract or other transaction between the corporation and any other corporation or entity, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the Directors of the Corporation is or are interested in, or are Directors or Officers of such other corporation or principal of such other entity, and any Director or Directors, individually or jointly, may be party or parties to, or may be interested in any such contract or transaction of the corporation, or in which the corporation is interested, and no contract, act or transaction, in the absence of fraud, shall be affected or invalidated by the fact that any Director or Directors of the

corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become a Director of the Corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association, corporation or entity in which he may be interested. Any director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled corporation or entity without regard to the fact that he is also a Director or principal of such subsidiary or controlled corporation or entity.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 19th day of August, 1999.


BRYON P. FERGUSON


JUDITH NELSON


ANGELYN SORENSON

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 19th day of August, 1999, by Bryon P. Ferguson who is personally known to me or has produced _____ identification. If no type of identification is indicated, the above-named person is personally known to me.


Notary Public

Printed Name _____

State of Florida

My Commission Expires _____

OFFICIAL NOTARY SEAL
CHAD M MCCLENATHEN
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC618267
MY COMMISSION EXP. FEB. 14, 2001

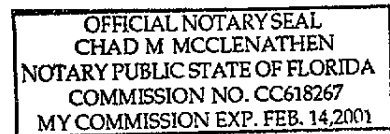
STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 19th day of August, 1999, by Judith Nelson who is personally known to me or has produced _____ identification. If no type of identification is indicated, the above-named person is personally known to me.

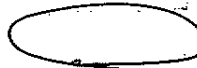


Notary Public
Printed Name _____
State of Florida
My Commission Expires _____

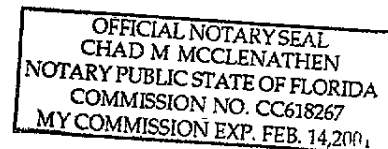
STATE OF FLORIDA
COUNTY OF SARASOTA



The foregoing instrument was acknowledged before me this 19th day of August, 1999, by Angelyn Sorenson who is personally known to me or has produced _____ identification. If no type of identification is indicated, the above-named person is personally known to me.



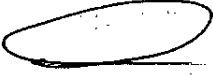
Notary Public
Printed Name _____
State of Florida
My Commission Expires _____



ACCEPTANCE OF DESIGNATION
OF REGISTERED AGENT
FOR DIMENSIONAL SURFACING STUDIO, INC.

Having been named to accept service of process for the above stated corporation at the place designated above, I hereby certify that I am familiar with and accept the duties, responsibilities and obligations as registered agent for said corporation and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 19th day of August, 1999.



CHAD M. MCCLENATHEN

FILED
99 AUG 23 PM 4: 16
SECRETARY OF STATE
TALLAHASSEE FLORIDA