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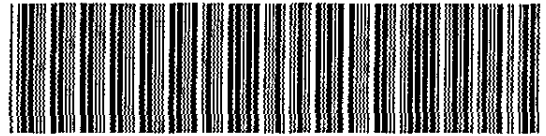
(Business Entity Name)

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02 NOV 22 AM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

g/b/j

D.F.S. ASSOCIATES, INC.
7300 Katy Noll Court
Orlando, Fl. 32818

November 18, 2002

Florida Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: D.F. S. Associates, Inc.
Articles of Incorporation

Gentlemen:

Enclosed is our Articles of Incorporation and a check in the amount of \$78.75 to cover the Filing Fees, Registered Agent Designation and a Certified copy.

Very truly yours,


Pinkie P. Freeman

ARTICLES OF INCORPORATION

Of

D.F.S. ASSOCIATES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of a corporation under the Florida General Corporation Act, adopt the following articles of incorporation:

1. The name of the corporation is: D.F.S. ASSOCIATES, INC.
2. The period of its duration is perpetual.
3. The purpose of the corporation is to engage in any activities or business permitted under the laws of the United States, State of Florida, and in such states as the corporation shall be authorized to do business
4. The aggregate number of shares, which the corporation shall have authority to issue, is one thousand, all of one class, (one hundred and fifty shares to be issued to each of the five incorporators and two hundred fifty shares to be held in reserve) and having par value of \$ 1.00 per share. The board of directors shall have authority to divide any or all of the classes of stock of this corporation into series and, within the limitations set forth under the laws of the United States, State of Florida, and such states as the corporation shall be authorized to do business, as shall be appropriate, fix and determine the relative rights and preferences of the shares of any series so established. All shares are subject to the following restrictions:
 - A. Shareholders may dispose of their stock in this corporation, or encumber said stock, only under the conditions expressed herein.
 - B. Any shareholder desiring to encumber or dispose of his stock must obtain the written consent of each of the other shareholders and of this corporation.
 - C. In the absence of the obtaining of such written consent, the shareholder desiring to encumber or dispose of their stock certificates shall first offer to sell all of their stock to the corporation in accordance with the terms of this agreement and as regards any stock not purchased by the corporation then in turn the unsold stock shall be offered to all of the remaining shareholders to be purchased on a prorata basis if the shareholders cannot reach an agreement as to who shall purchase what amount of stock from the offering shareholder.
 1. The offering shareholder shall inform the corporation of their intention to sell by registered mail to the corporation at its registered agent's address and to each other shareholder.
 2. Sale to the corporation or to any other shareholder shall take place within sixty (60) days

of the date of such receipt of said notice by the corporation and all other shareholders.

3. The purchase price for each share of stock shall be the book value per share on the last day of the month preceding the date of the mailing of the notice of intention to sell. The accountant for the corporation shall determine the book value per share. The corporation may pay said amount in cash or, at the option of the corporation, execute a promissory note to pay said amount in monthly installments to be authorized over seven (7) years. It shall bear interest not exceeding the highest legal rate of interest allowed under Florida Statutes. It shall provide for the right to repay without penalty, reasonable attorney's fees, court costs, discovery expenses, and aforesaid to be on both the trial level and all appellate levels. Payments are to be made the first of each month with a fifteen (15) day grace period.

4. Said promissory note shall be secured by the corporation executing one or more security agreements encumbering all or part of all the tangible and intangible personal property of the corporation, liens upon titles to vehicles and boats, and mortgages on land in a sufficient sum to guarantee said promissory note, but in no event shall the fair market value of the property encumbered exceed twice the face amount of said note.

5. The corporation has the right to decline to purchase part or all of the shareholder's stock. In the event the corporation declines to purchase all of the stock, then the offering shareholder shall offer that portion unsold to the remaining shareholders, to be purchased at the same price as above defined, on said bases. Purchase of said stock by other shareholders shall be on a cash basis unless otherwise agreed between the offering shareholder and the purchasing shareholder. All unsold shares of stock may be offered for sale and be purchased by non-shareholder after completion of all the requirements precedent contained in this agreement. If stock certificates are sold in violation of this agreement, then such purchasers shall not be made stockholders of record nor entitled to vote nor dividends nor any rights or privileges of this corporation.

6. The corporation shall within thirty (30) days after the date of receipt of said notice inform the offering shareholder of its intentions. Individual shareholders shall have forty-five (45) days after the date of receipt of said notice to inform shareholder of their intentions. If the corporation or any shareholders shall exercise their rights under this agreement, then a closing of those rights shall take place within sixty (60) days of the receipt of said notice by the corporation and by each of the shareholders.

7. In the event of the death of any shareholder, his stock shall be purchased by the corporation or other shareholders in accordance with the above provisions. The requirements of these articles of incorporation shall be binding upon all shareholders, their personal representatives, heirs, successors and assigns.

A. The Certificates of stock of this corporation shall bear the following endorsement on each share: "This share certificate is subject to a restriction against sale or encumbrance contained in the Articles of Incorporation. Said articles provide for restrictions upon transfer of the stock and a copy of the

Articles of Incorporation may be obtained from the secretary of the corporation."

B. A shareholder who desires to encumber their stock certificates may do so only after receiving consent by shareholders who represent not less than three-fourths (3/4) of the authorized and outstanding shares of the corporation or in lieu of receiving said consent said shareholder shall offer said stock for sale on the above terms and conditions.

5. The street address of its initial registered office is 7300 Katy Noll Court, Orlando, Florida 32818; and the name of its initial registered agent at said address is Pinkie P. Freeman who is a resident of this state.

6. This corporation shall have one (1) or more directors and same to be set from time to time by the board of directors in the by-laws of the corporation. The number of directors constituting the initial board of directors is five (5), and their names and addresses are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Allen Burnett	705 Cookman Ave., Orlando, Fl. 32805
Chester T. Dwyer	3292 Woodbridge Ln., Orlando, Fl. 32808
Marcia A. Dwyer	3292 Woodbridge Ln., Orlando, Fl. 32808
Pinkie P. Freeman	7300 Katy Noll Ct., Orlando, Fl. 32818
Ruth S. Settles	1801 Patterson Ave., Orlando, Fl. 32811

7. This corporation may operate with one (1) person holding all offices of the corporation and performing all duties of each office. There shall be a President, Vice Presidents as are necessary, one Secretary and one Treasurer. The names, addresses and titles of the initial officers of this corporation shall be as follows, subject to confirmation at the organizational meeting of the initial board of directors:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
Pinkie P. Freeman	7300 Katy Noll Ct., Orlando, Fl. 32818	President
Chester T. Dwyer	3292 Woodbridge Ln., Orlando, Fl. 32808	1st Vice Pres.
Marcia A. Dwyer	3292 Woodbridge Ln., Orlando, Fl. 32808	2nd Vice Pres.
Ruth S. Settles	1801 Patterson Ave., Orlando, Fl. 32811	Secretary
Allen Burnett	705 Cookman Ave., Orlando, Fl. 32805	Treasurer

8. The names and addresses of the incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
Allen Burnett	705 Cookman Ave., Orlando, Fl. 32805
Chester T. Dwyer	3292 Woodbridge Ln., Orlando, Fl. 32808
Marcia A. Dwyer	3292 Woodbridge Ln., Orlando, Fl. 32808
Pinkie P. Freeman	7300 Katy Noll Ct., Orlando, Fl. 32818
Ruth S. Settles	1801 Patterson Ave., Orlando, Fl. 32811

The principal address and the registered office address are the same.

IN WITNESS WHEREOF I, the undersigned incorporators have subscribed to these Articles of Incorporation at Orlando, Florida this 14 day of November 2002.

Allen Burnett
Allen Burnett

Chester T. Dwyer
Chester T. Dwyer

Marcia A. Dwyer
Marcia A. Dwyer

Pinkie P. Freeman
Pinkie P. Freeman

Ruth S. Settles
Ruth S. Settles

State of Florida,
County of Orange

BEFORE ME, a Notary Public in and for the State of Florida at Large, personally appeared Allen Burnett, Chester T. Dwyer, Marcia A. Dwyer, Pinkie P. Freeman and Ruth S. Settles; to me personally well known to be the persons who executed the foregoing Articles of Incorporation of D.F.S. ASSOCIATES, INC. and acknowledged before me that they executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County of Orange, State of Florida, this 14th day of November 2002.

Joyce Nixon
Notary Public, State of Florida

My Commission Expires:



Joyce Nixon
MY COMMISSION # CC078994 EXPIRES
October 12, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, Pinkie P. Freeman, a resident of Florida, have been nominated to be initial registered agent for D. F. S. ASSOCIATES, INC. and I hereby accept the appointment as initial registered agent.


Pinkie P. Freeman

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