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## LAW OFFICES LEWIS & BERNARD, P.A. 24 N. Market Street, # 500

24 N. Market Street, # 500 Jacksonville, Florida 32202

Sidney E. Lewis Lawrence J. Bernard Telephone: (904) 355-9003 Fax No.: (904) 350-9823

May 14, 2003

Secretary of State
Division of Corporations
The Capitol
P.O. Box 6327
Tallahassee, Florida 32314

Re: Stover Sales, Inc., a Florida corporation

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation for the above referenced corporation which are forwarded to you for filing with the State of Florida. Please file same and return to me a stamped copy and letter issuing a Division of Corporations document number. I have included a check in the amount of \$70.00 to cover your filing fees.

Thank you for your kind attention to this matter.

Lawrence J. Bernard

LJB:jlm

Enclosures

## ARTICLES OF INCORPORATION OF STOVER SALES, INC., a Florida corporation

I, the undersigned, do hereby form a corporation, and for such purpose I hereby make, execute and adopt the following Articles of Incorporation.

#### ARTICLE ONE

#### NAME OF CORPORATION AND ADDRESS OF PRINCIPAL OFFICE

The name of this corporation shall be: STOVER SALES, INC., a Florida corporation. The address of the principal office of the corporation is: 320 Baisden Road, Jacksonville, Florida 32218.

#### **ARTICLE TWO**

#### **PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business.

#### ARTICLE THREE

#### **DURATION**

The term for which this corporation shall exist shall be perpetual commencing on the date filed with the Secretary of State.

#### ARTICLE FOUR

#### CAPITAL STOCK

This corporation is authorized to issue 1,000 shares at One Dollar (\$1.00) par value common stock.

## ARTICLE FIVE INCORPORATORS

The name and address of the person signing these Articles is:

Thomas P. Stover 320Baisden Road Jacksonville, Florida 32218

#### ARTICLE SIX

#### **BY-LAWS**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors, subject to the approval of the shareholders.

## ARTICLE SEVEN RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amounts set opposite his or her name:

#### NAME SHARES

Thomas P. Stover 500 shares Linda Stover 500 shares

Shares held by the initial shareholders and subsequent shareholders may not be sold or otherwise transferred to other persons or hypothecated in any manner unless such shares are first offered to the remaining shareholders or to this corporation. Further, the remaining shareholders must first issue their written approval of the prospective buyer as a contingency to the sale of such stock being consummated. The price and terms of which, and the time within which, such shares may be offered and sold may be further specified by written agreement among all of the shareholders of this corporation.

## ARTICLE EIGHT PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his or her prorata share thereof at the price at which it is offered to others.

## ARTICLE NINE INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 320 Baisden Road, Jacksonville, Florida 32218, and the name of the initial registered agent of this corporation at this address is Thomas P. Stover.

#### ARTICLE TEN

#### INITIAL BOARD OF DIRECTORS

This corporation shall have (1) director(s) initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be more than ten. The name and address of the initial director(s) of this corporation is:

Thomas P. Stover 320 Baisden Road Jacksonville, Florida 32218

#### **ARTICLE ELEVEN**

The names and post office addresses of the officers of this corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed and have qualified are as follows:

President T. P. Stover 320 Baisden Road Jacksonville, Florida 32218

Vice-President Linda Stover 320 Baisden Road Jacksonville, Florida 32218

Secretary/Treasurer Ruth Knight 952 Wren Road Jacksonville, Florida 32216

#### ARTICLE TWELVE

#### SHAREHOLDERS QUORUM AND VOTING

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

#### **ARTICLE THIRTEEN**

#### <u>INDEMNIFICATION</u>

This corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

#### **ARTICLE FOURTEEN**

#### **AMENDMENT**

This corporation, through its shareholders, reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto. IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this la day of May 2003. Thomas P. Stover STATE OF FLORIDA COUNTY OF DUVAL foregoing instrument was sworn to and subscribed before me this 2003. by Thomas Ρ. Stover, who as identification. ALISA M. POLLOCK My Comm Exp. 8/19/05 Signature of person taking acknowledgment No. DD 051126 El Personally Known I Lather I D Printed name of person taking acknowledgment

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act: First, that, a Florida corporation, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Jacksonville, County of Duval, State of Florida, has named THOMAS P. STOVER, as its agent to accept service of process within this State.

#### **ACKNOWLEDGMENT**

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said are relative to keeping office open.

Thomas P. Stover