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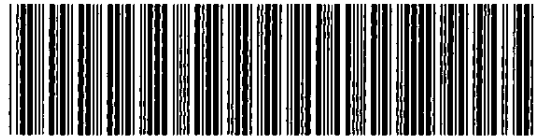
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08 AUG - 8 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1/1

COVER LETTER

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

SUBJECT: INCORE HOLDINGS COMPANY
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are 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

FROM: BARBARA M. DICKERSON
Name (Printed or typed)

6249 PRESIDENTIAL COURT SW SUITE E
Address

FORT MYERS, FL. 33919
City, State & Zip

239-566-3466
Daytime Telephone number

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

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ARTICLES OF INCORPORATION
(Domestic Profit Corporation)

08 AUG -8 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

INCORE HOLDINGS COMPANY

In compliance with the requirements of Chapter 601 and 621 Florida Statutes, and for the purposes of forming a for-profit business corporation in Florida, the undersigned desire to form a corporation according to the following Articles of Incorporation.

Corporate Name

EFFECTIVE DATE 8/1/08

1. The name of the corporation is: **INCORE HOLDINGS COMPANY** (the "Corporation").

Principal Office Location

2. The street address of the initial principal office of the corporation shall be:
6249 Presidential Court SW, Suite E, Fort Myers, Florida 33919.

Purpose

3. The Corporation is formed for the transaction of any or all lawful business or other activity for which Corporations may be organized under Florida Statute.

Authorized Shares

4. The aggregate total number of all shares that the Corporation is authorized to issue is 100,000. **Class 'A' Shares.**
5. The Corporation is authorized to issue a single class of shares. The total number of shares authorized is 100,000 shares and each share will have an initial par value of one dollar (\$1.00). The Class 'A' voting, non-cumulative shares will have the following

rights and privileges attached to them and be subject to the following conditions and limitations:

- a. The holders of Class 'A' shares will be entitled to receive payment of non-cumulative dividends when declared by the Board of Directors, out of the monies of the Corporation properly attributable to the payment of dividends, and at the rate set by the Board of Directors.
- b. The Class 'A' shares may from time to time be issued as a class without series or issued in one or more series. If the Class 'A' shares are issued in one or more series, the Board of Directors may, by resolution before issuance, affix the number of shares in each series, determine the designation and affix the rights, privileges, restrictions, limitations and conditions attaching to the shares of each series, provided they remain subject to the limitations set out in the Articles of Incorporation.
- c. The holders of Class 'A' shares will be entitled to one vote for each Class 'A' share held, and will be entitled to receive notice of and to attend all meetings of the shareholders of the Corporation.
- d. In the event of liquidation, dissolution, or winding up of the Corporation, the Class 'A' shareholders will be entitled to share equally, share for share, in the distribution of the assets of the Corporation.
- e.

Initial Officers and Directors

6. The initial board of Board of Directors will consist of one Director (individually the "Director" and collectively the "Board of Directors"). The names and address of the person who are to serve as Directors until the first annual meeting of shareholder or until their successors are elected and qualified are set out below.

Name	Address	City	State	Zip Code
Barbara M. Dickerson Pres/Sec/Treasurer/Director	6249 Presidential Court - Suite E	Fort Myers	Florida	33919

Initial Registered Agent

7. The name of the initial Registered Agent at the corporations Principal office is:

**Barbara M. Dickerson, 6249 Presidential Court SW- Suite E,
Fort Myers, Florida 33919.**

Incorporators

8. The name and address of the incorporator of **INCORE HOLDINGS COMPANY** is:

Name	Address	City	State	Zip Code
BARBARA M. DICKERSON	6249 Presidential Ct SW Suite E	Fort Myers	FL	33919

Effective Date and Duration

9. The effective date of the Corporation shall be August 1st, 2008 and the duration of the corporation shall be perpetual.

Restrictions on Transfer and Other Rules

10. No shares of stock in the Corporation will be transferred without a majority approval of the Board of Directors and shareholders, either by a resolution of the Board passed at a Board of Directors meeting or by a written instrument or instruments executed by a majority of the shareholders, if the Board is comprised of non shareholders. Any invitation to the public to subscribe to any class of shares of the Corporation is strictly prohibited.

Preemptive Rights

11. The shareholders of the Corporation have the preemptive right to purchase any new issue of shares in proportion to their current equity percentage. A shareholder may waive any preemptive right however any waiver by a Shareholder does not affect any future preemptive rights of that shareholder.

Amend or Repeal Bylaws

12. After adoption of the initial bylaws, the Board of Directors of the Corporation will have the authority to adopt, amend and repeal the bylaws of the Corporation, provided the Board has the majority approval of the shareholders. The Board of Directors may only adopt, amend or repealing the bylaws with majority approval of the shareholders and the power of the Board of Directors is subordinate to the power of the shareholders to adopt, amend, or repeal bylaws.

Cumulative Voting

13. In an election for Board of Directors, the maximum number of votes a shareholder may cast for one Director is equal to the number of voting shares held by the shareholder.

Calendar Year End

14. The Corporation shall operate on a calendar year end date of December 31st.

Indemnification of Officers, Directors, Employees and Agents

15. The Board of Directors, officers, employees and agents of the Corporation will be indemnified and held harmless by the Corporation and its shareholders from and against any and all claims of any nature, whatsoever, arising out of the individual's participation in the affairs of the Corporation. The Board of Directors, officers, employees and agents of the Corporation will not be entitled to indemnification under

this section for liability arising out of gross negligence or willful misconduct of the individual or the breach by the individual of any provisions of this Agreement.

Limitation of Liability

16. The Board of Directors and officers of the Corporation will not be personally liable to the Corporation or its shareholders for any mistake or error in judgment or for any act or omission believed in good faith to be within the scope of authority conferred or implied by the Articles of Incorporation or by the Corporation. The Board of Directors and officers will be liable for any expenses or damages incurred by the Corporation or its shareholders resulting from any and all acts or omissions involving fraud or intentional wrongdoing.

Execution of Articles of Incorporation

I, the undersigned, for the purpose of forming a corporation Florida Statute, do make, file and record this document, and do certify that the facts stated in this document are true, and We have accordingly set our hands to this document this 1st day of August 2008.

BY: Barbara M. Dickerson
Barbara M. Dickerson (Incorporator)

Date 8/6/2008

FILED
2008 AUG - 8 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Filer Contact Information

17. In case of filing difficulties, please contact:

Name of Filer: Barbara M. Dickerson

Telephone Number: 239-566-3466

Address: 6249 Presidential Court SW - Suite E, Fort Myers, FL 33919