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> Michael M. Wilson Attorney at Law

Carrie M. Fouchia Attorney at Law

June 3, 2011

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

Re: Incorporation of AMERICAN CONSTRUCTION GENERAL, INC.

Dear Sir or Ma'am:

Enclosed please find the original Articles of Incorporation for the above-referenced corporation along with a copy and a check in the amount of \$70.00 for the filing fee.

Please return the confirmation of filing to the undersigned in the envelope enclosed for your convenience.

Thank you for your assistance and if you have any questions or comments, please give me or my assistant, Laura Long, a call.

Sincerely,

OLMSTED & WILSON, P.A.

' Michael M. Wilson

MMW/ll Encls.

cc: Client

#### ARTICLES OF INCORPORATION

11 JUN -6 AM IO: 14
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**OF** 

# AMERICAN CONSTRUCTION GENERAL, INC.

#### **ARTICLE I - NAME**

The name of this corporation is AMERICAN CONSTRUCTION GENERAL, INC.

# **ARTICLE II - DURATION**

This corporation shall have perpetual existence, commencing on the date of filing of these Articles.

#### **ARTICLE III - PURPOSE**

This corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States and the State of Florida.

# **ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue ONE THOUSAND (1,000) shares of ONE DOLLAR (\$1.00) par value common stock, which shall be designated "common shares."

# ARTICLE V - PREFERENCE, LIMITATIONS AND RELATIVE RIGHTS OF SHARES OF CAPITAL STOCK

Section 1. <u>Voting Rights</u>. Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of outstanding common stock. At each election for directors, every shareholder entitled to vote at such election shall have the right to vote, in person, or by proxy, the number of shares owned by him for as many persons as there are directors to be elected at that time and for whose election he has a right to vote or to accumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principal among any number of such candidates.

Section 2. <u>Pre-emptive Rights</u>. Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series which he already holds, shall have the right to purchase his pro-rata share thereof as nearly as may be done without issuance of fractional shares at the price at which it is offered to others.

# **ARTICLE VI - INITIAL PRINCIPAL OFFICE AND AGENT**

The street address of the initial principal office of this corporation is 3551 Montgomery Drive, Port Charlotte, FL 33981, and the name of the initial registered agent of this corporation at that address is CHARLES R. DALENBERG.

### ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time as provided in the By-Laws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

CHARLES R. DALENBERG 3551 Montgomery Drive Port Charlotte, FL 33981

JACQUELINE M. DALENBERG 403 Encarnacian Street Punta Gorda, FL 33983

#### ARTICLE VIII - INITIAL OFFICERS

This corporation shall have the following officers initially. The names and address of the initial officers and the offices they will hold are as follows:

NAME	ADDRESS	OFFICE
CHARLES R. DALENBERG	3551 Montgomery Drive Port Charlotte, FL 33952	President
JACQUELINE M. DALENBERG	403 Encarnacian Street Punta Gorda, FL 33983	Vice President/ Secretary/Treasurer

# **ARTICLE IX- INCORPORATOR**

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

CHARLES R. DALENBERG 3551 Montgomery Drive Port Charlotte, FL 33981

#### **ARTICLE X - BY-LAWS**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders; however, any By-Laws adopted by the shareholders, with specific provision providing that such By-Laws shall not be altered, amended or repealed by the Board of Directors, shall be effective to prevent such By-Laws being amended, altered or repealed by said Board of Directors.

# **ARTICLE XI - AMENDMENTS**

This corporation reserves the right from time to time to amend, alter, repeal, or to add any provision to its Articles of Incorporation in any manner now or hereafter prescribed by the provisions of Chapter 607 of Florida Statutes or any amendment thereto or by the provisions of any other applicable statute of the State of Florida; and all rights conferred upon stockholders by these Articles of Incorporation, or any amendment hereto, are granted, subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 2/1/2 day of June, 2011.

CHARLES R DALENBERG

SECRETARY OF STATE SALL AHASSEE FLORID

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

Pursuant to Section 607.0501 of the Florida Business Corporation Act, the following is submitted:

That AMERICAN CONSTRUCTION GENERAL, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, has named CHARLES R. DALENBERG located at 3551 Montgomery Drive, Port Charlotte, County of Charlotte, State of Florida, as its agent to accept service of process within this State.

Dated this day of June, 2011.

CHARLES R. DALENBERG

# **ACKNOWLEDGMENT**:

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

Dated this 2 hd day of June, 2011.

CHARLES R. DALENBERG