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FLORIDA PROFIT/NON PROFIT CORPORATION
Phillips Management Co., Inc.

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Page Count	04
Estimated Charge	\$70.00

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SECRETARY OF STATE
TALLAHASSEE, FL

**ARTICLES OF INCORPORATION
OF
PHILLIPS MANAGEMENT CO., INC.
A FLORIDA CORPORATION**

Division of Corporations
2415 N. Monroe Street
Ste 810
Tallahassee, Florida 32303

The undersigned Incorporator desires to form a corporation under the laws of the State of Florida by delivering to the Division of Corporations of the State of Florida these Articles of Incorporation in accordance with the provisions of Florida Business Corporation Act (Act).

**ARTICLE ONE
NAME**

The name of the Corporation is Phillips Management Co., Inc.

**ARTICLE TWO
REGISTERED AGENT**

Section 2.01 Registered Agent and Registered Office

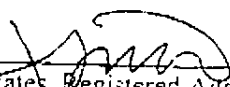
The Corporation's initial Registered Office address in the State of Florida is: 1028 Lake Sumter Landing, The Villages, FL 32162.

The name of the Corporation's initial Registered Agent at that office is Jeffrey P. Skates.

Section 2.02 Registered Agent Consent

I, Jeffrey P. Skates, a natural person and resident of Florida, accept the appointment as Registered Agent of Phillips Management Co., Inc., a Florida Corporation. Process, notices, and demands may be served upon me at the Registered Office address stated above. I understand that as Registered Agent, my responsibilities are to receive service of process, to forward mail, and to immediately notify the Division of Corporations if I resign or if the Registered Office address changes.

Dated: February 27, 2024.



Jeffrey P. Skates, Registered Agent
Phillips Management Co., Inc., a Florida Corporation
Articles of Incorporation
Page 1

**ARTICLE THREE
STOCK**

The total number of shares of stock that the Corporation has authority to issue will be 1000 shares of Common Stock of the par value of \$1 per share, all of one class.

The Board of Directors, acting without the Shareholders, may:

reclassify any unissued shares of any authorized class or series into one or more existing or new classes or series; and

create one or more new classes or series of shares, specifying the number of shares to be included in each class, the distinguishing designation of each class, and the preferences, limitations, and relative rights applicable to each class.

But the Board of Directors may not approve an aggregate number of authorized shares of all classes and series that exceeds the total number of authorized shares specified in the Articles of Incorporation or approved by the Shareholders.

**ARTICLE FOUR
STOCK TRANSFER RESTRICTIONS**

Except as otherwise provided in the Bylaws or in a separate agreement among the Shareholders, no Shareholder may sell, assign, pledge, or otherwise transfer any of the Corporation's shares of stock or any right or interest in them, whether voluntarily, by operation of law, by gift, or otherwise.

**ARTICLE FIVE
PREEMPTIVE SHAREHOLDER RIGHTS**

The preemptive right of a Shareholder to acquire additional shares is affirmed.

**ARTICLE SIX
INCORPORATOR**

The name and residence of the Incorporator is as follows.

Name:

Linda Phillips

Address:

2160 US 441 #27
Fruitland Park, Florida 34731

**ARTICLE SEVEN
PRINCIPAL OFFICE ADDRESS**

The place in this state where the principal office of the corporation is to be located is:

2160 US 441 #27

Fruitland Park, Florida 34731

**ARTICLE EIGHT
BOARD OF DIRECTORS**

The Board of Directors will have two Directors

The name of the Directors are:

Linda Phillips & Kenneth D. Phillips

Newly created directorships resulting from any increase in the authorized number of Directors or any vacancies in the Board of Directors resulting from death, resignation, retirement, disqualification, removal from office, or other cause will be filled by a majority vote of the remaining Directors, though less than a quorum. These interim Directors will hold office for a term that expires at the next annual meeting of Shareholders, at which time the Shareholders will elect the successors.

Directors may not receive any stated salary for their services, but each Director will be reimbursed for all out-of-pocket expenses reasonably incurred in connection with performing the duties of a Director.

**ARTICLE NINE
LIMITATIONS ON AUTHORITY OF BOARD OF DIRECTORS**

Even after due authorization, approval, or advice of an action by the Board of Directors as required by law, all of the following corporate actions also require approval by the Shareholders by a unanimous vote of the votes entitled to be cast to be effective and valid:

- (a) Issuing shares of stock of any class now or later authorized, or any securities exchangeable for, or convertible into such shares, warrants or other instruments evidencing rights or options to subscribe for, or otherwise acquire such shares.
- (b) Redeeming shares of its own stock, or purchasing or otherwise acquiring its own shares.
- (c) Making any loans or advances other than to employees and suppliers in the ordinary course of business.
- (d) Amending the Corporation's Bylaws.
- (e) Amending these Articles of Incorporation.

**ARTICLE TEN
DURATION**

The Corporation's duration is perpetual.

**ARTICLE ELEVEN
PURPOSES**

The Corporation is formed to engage in any lawful business permitted under the laws of the State of Florida, and to do anything corporations are permitted to do under provisions of the Act, as amended from time to time.

**ARTICLE TWELVE
RELEASE FROM PERSONAL LIABILITY**

A Director will not be personally liable to the Corporation or its Shareholders for monetary damages for breach of fiduciary duty as a Director, except liability for:

- the amount of a financial benefit received by a Director to which he or she is not entitled under Florida law;
- an intentional infliction of harm on the Corporation or the Shareholders, individually or collectively;
- any distribution for which a Director votes or approves that is not lawful under Florida law; or
- an intentional violation of criminal law.


**ARTICLE THIRTEEN
INDEMNIFICATION**

The Corporation must indemnify every Director or officer—and his or her heirs, executors, and administrators—against expenses actually and reasonably incurred by him or her, as well as any amount paid upon judgment, in connection with any civil or criminal action, suit, or proceeding to which he or she may be made a party by reason of having been a Director or officer of the Corporation. But this indemnification excludes any action resulting in the liability of the Corporation for:

- a financial benefit received by a Director or officer to which he or she is not entitled under Florida law;
- an intentional infliction of harm on the Corporation or the Shareholders, individually or collectively;
- any distribution for which a Director or officer votes or approves that is not lawful under Florida law; or

an intentional violation of criminal law.

These Articles of Incorporation will become effective on February 23, 2024.


Linda Phillips, Incorporator