# POTTER, McClielland, Marks & Healy, P. A.

WILLIAM C. POTTER CLEPTON A. MCCLELLAND, JR. DODOLAM D. MARRE PATRICE F. HEALY TINOTHY M. WILLIAMS

BARRY A. JOHRN OF COUNERL

Виры то: Миспочник

First Union Barr Building, Suite 400
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May 4, 1995

Corporate Records Bureau Division of Corporations Depa.tment of State P.O. Box 6327 Tallahassee, FL 32301

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Re: T AND T ELECTRIC, INC.

Gentlemen:

Enclosed are an original and one copy of the Articles of Incorporation of the subject corporation. Please file the original and return a copy to the undersigned.

We have also enclosed a Certificate designating the registered agent and a check in payment of the following costs:

Filing Fee, Articles of Incorporation Filing Fee, Registered Agent Designation

\$35.00

\$35.00

Total

\$70,00

Thank you for your assistance in this matter.

Sincerely,

PATRICK F. HÉALY

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PATRICK F. HE

PFH:cm Enclosures

#### ARTICLES OF INCORPORATION

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#### T AND T ELECTRIC, INC.

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

The name of this corporation is T AND T ELECTRIC, INC.

#### **ARTICLE II - DURATION**

This corporation shall exist perpetually, commencing at the time of filing these articles with the Secretary of State of the State of Florida.

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

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

#### ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of stock, all of which shall be designated "Common Shares". There shall be no other classes of stock. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share upon all matters on which shareholders have a right to vote.

#### **ARTICLE V - VOTING RIGHTS**

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 the outstanding Common Shares.

#### ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind as that 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 VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 791 Arundo Avenue, NE, Palm Bay, FL 32905; and the name of the initial registered agent of this corporation at that address is: Ty D. Buterbaugh.

#### **ARTICLE VIII - MAILING ADDRESS**

The principal office address is 791 Arundo Avenue, NE, Palm Bay, FL 32905 and the mailing address is the same.

#### **ARTICLE IX - INCORPORATOR**

The name and address of the incorporator of the corporation is:

TY D. BUTERBAUGH

791 Arundo Ave., NE Palm Bay, FL 32905

#### ARTICLE X - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

#### ARTICLE XI - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by the Board of Directors.

#### ARTICLE XII - SHAREHOLDER OUORUM 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.

If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

#### **ARTICLE XIII - INDEMNIFICATION**

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

#### **ARTICLE XIV - AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any

right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this \_\_\_\_\_\_ day of May, 1995.

FY D. BUTERBAUGH

STATE OF FLORIDA COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this  $\checkmark$  day of May, 1995, by TY D. BUTERBAUGH, who is personally known to me or who produced a Florida Drivers Licenses as identification and who did () did not  $\checkmark$ ) take an oath.

**Notary Public** 

Printed Name:

My Commission Expires:

My Commission Number:



## ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT OF

### T AND T ELECTRIC, INC.

I understand the duties of and hereby accept appointment as the registered agent of T AND T ELECTRIC, INC., at the initial registered office of the Corporation at 791 Arundo Avenue, NE, Palm Bay, Florida 32905.

Dated this \_\_\_\_\_ day of May, 1995.

D. BUTERBAUGH