

PROPOSED 62721

TRANSMITTAL LETTER

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

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-06/26/00--01150--017  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: FIRST COAST WHOLESALE, INC.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is 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: RAY A MYER  
Name (Printed or typed)  
2175 KINGSLEY AVE #310  
Address  
ORANGE PARK FLORIDA 32073  
City, State & Zip  
(904) 213-9888  
Daytime Telephone number

FILED  
00 JUN 26 AM 10:54  
SECRETARY OF STATE  
TALLAHASSEE, FL 32314

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

6-28-00

**ARTICLES OF INCORPORATION**  
**OF**  
**FIRST COAST WHOLESALE, INC.**

FILED  
00 JUN 26 AM 10:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation are natural persons competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

**ARTICLE 1- NAME**

The name of the Corporation is **FIRST COAST WHOLESALE, INC.**,  
(hereinafter, "Corporation")

**ARTICLE 2 - PURPOSE OF CORPORATION**

The Corporation shall engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE 3 - PRINCIPAL OFFICE**

The address of the principal office and mailing address of this Corporation is  
**SUITE 310, 2175 Kingsley Ave, Orange Park Florida. 32073.**

**ARTICLE 4 – INCORPORATORS**

The names and street address of the Incorporators of this Corporation are

Ray Alexander Myer  
3584 Hoffman St.  
PO. Box 210  
Penney-Farms, FL. 32079

Maywood Ellsworth  
1300 Shetter Ave. #42  
Jacksonville Beach.  
32250

**ARTICLE 5 – OFFICERS**

The officers of this Corporation shall be:

President:	Ray Alexander Myer
Secretary	Ray Alexander Myer
Treasurer	Maywood Ellsworth

## **ARTICLE 6 – DIRECTORS**

The Directors of this Corporation shall be:

Ray Alexander Myer  
Maywood Ellsworth

## **ARTICLE 7 – CORPORATE CAPITALIZATION**

7.1 The maximum number of shares that this Corporation is authorized to have Outstanding at any time is **ONE HUNDRED THOUSAND (100,000)** shares of common stock , each share having a par value of **ONE DOLLAR(\$1.00)**.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Directors may deem advisable in connection with such issuance.

7.3 The Board of Directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Directors may deem advisable, subject to such restrictions or limitations if any, as may set forth in the bylaws of the Corporation.

7.4 The Board of Directors of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms or conditions of redemption of stock.

## **ARTICLE 8 – SUB-CHAPTER S CORPORATION**

The Corporation may elect to be an S Corporation, provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

8.1 The shareholders of this Corporation may elect and if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

8.3 Once the Corporation has elected to be an S Corporation, each share of stock by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

#### **ARTICLE 9 – POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable laws of these Articles of Incorporation.

#### **ARTICLE 10 – TERMS OF EXISTANCE**

This Corporation shall have perpetual existence.

#### **ARTICLE 11 – REGISTERED OWNERS**

The Corporation, to the extent permitted by law, shall be entitled to treat the persons in whose names and shares or right are registered on the books of the Corporation as the owners thereto, for all purposes and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or claim to, or interest in, such share or right or part of any other person, whether or not the Corporation shall have notice thereof.

#### **ARTICLE 12 – REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of the registered office of this Corporation is SUITE 310, 2175 KINGSLEY AVE. Orange Park, Fl. 32073 The name and address of the registered agent of this Corporation is Ray Alexander Myer 3584 Hoffman, P.O Box 201 Penney-Farms Fl. 32079.

#### **ARTICLE 13 – BYLAWS**

The Board of Directors of this Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take action for making, alteration, amendment or repeal of the Bylaws.


**ARTICLE 14 – EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State of Florida.

**ARTICLE 15 – AMENDMENT**


The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add provision to these Articles of Incorporation or to any amendment hereto, in any manner hereafter prescribed or permitted by the provisions of any applicable Statutes of the State of Florida. And all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subjected to this reservation.

**IN WITNESS WHEREOF**, I have hereunto set my hand and seal, acknowledge and file the foregoing Articles of Incorporation under the laws of the State of Florida this 18<sup>th</sup>. Day of May in the year 2000.

  
Ray A. Myer Incorporator.

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION.**

I Ray Alexander Myer, having been designated as Registered Agent in the above and forgoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 609.0505, Florida Statutes.

  
Ray Alexander Myer