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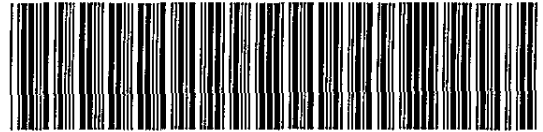
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## TRANSMITTAL LETTER

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

SUBJECT: THE MCIVOR COMPANY, INC.

(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      ☐ \$78.75  
Filing Fee      Filing Fee  
                         & Certificate of Status

☐ \$78.75      ☒ \$87.50  
Filing Fee      Filing Fee,  
& Certified Copy      Certified Copy  
                         & Certificate of  
                         Status

**ADDITIONAL COPY REQUIRED**

FROM: M. ELIZABETH KERNAN, INCORPORATOR

Name (Printed or typed)

14550 MARSH VIEW DRIVE

Address

JACKSONVILLE, FLORIDA 32250

City, State & Zip

904-753-1585 OR 904-223-3365 / FAX (904) 223-9108

Daytime Telephone number

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

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**ARTICLES OF INCORPORATION**

**OF**

**THE MCIVOR COMPANY, INC.**

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation.

**ARTICLE I - NAME**

The name of the Corporation is **THE MCIVOR COMPANY, INC.**, The mailing address is: 14537 Marsh View Drive, Jacksonville, Florida 32250.

**ARTICLE II - DURATION**

The Corporation shall have a perpetual existence.

**ARTICLE III - PURPOSE**

This Corporation is organized for the purposes of transacting any or all lawful business.

**ARTICLE IV - CAPITAL STOCK**

(a) Authorized Capital. The maximum number of shares of stock which the Corporation is authorized to have outstanding at any one time is 2500 shares of common stock having par value of \$.10 per share. Members of the board of directors are allowed to be shareholders.

(b) Preemptive Rights. The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, those shares of the common stock of this corporation which may be issued from time to time for money, property or past services in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder and all shares of common stock currently authorized and issued.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

(d) Restrictions on Transfer of Stock.

1. No shareholder shall have the right to sell, assign, transfer, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder; shall be sent by registered or certified mail to the corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of forty-five (45) days thereafter, they shall be deemed to have waived their privilege of purchasing and he or she will be at liberty to sell to anyone else. The shareholders may, by-law provision or by shareholders' agreement recorded in the minute book impose such restrictions on the sale, transfer, or encumbrance of the stock of this Corporation as they may see fit.

2. In any event, existing shareholders shall have the right of first refusal to purchase, on a pro-rata basis according to shares held, any outstanding shares offered for sale by any shareholder. Any sale of shares in the Corporation to any person or entity shall be void and of no effect unless notice is given to the existing shareholders, and they have waived their right of first refusal in writing. The price of the shares purchased under the right of first refusal shall be based on the book value of the corporation.

3. On the death of any shareholder, the corporation shall have the right to purchase all shares owned by such shareholder immediately prior to his or her death on the terms set forth above, and this provision shall be binding on the executor, administrator, or personal representative of each shareholder.

4. Each share certificate issued by the corporation shall have printed or stamped on it the following legend: **"These shares are held subject to certain transfer restrictions imposed by the articles of incorporation of the corporation. A copy of such articles is on file at the principal office of the corporation."**

5. Shares of stock in this corporation shall not be transferred or sold until the sale or transfer has been reported to and approved by the Board of Directors.

6. Shares are transferable on the books of the company on presentation of a certificate properly endorsed, provided all indebtedness of the owner to his company, including any assessments, has been paid.

(e) Approval of Shareholders Required for Merger. The approval of the shareholders of this Corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

#### **ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The initial principal/registered office of this Corporation shall be 14537 Marsh View Drive, Jacksonville, Florida 32250, and the initial registered agent of this Corporation at such office shall be **M. ELIZABETH KERNAN, Esquire**, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

The Board of Directors from time to time may move the Registered Office to any other address within the State of Florida.

#### **ARTICLE VI - INITIAL BOARD OF DIRECTORS**

This Corporation shall have THREE (3) director(s) initially. The number of directors may be increased or decreased from time to time by the by-laws, but there shall never be less than one. The name and address of the members of the first Board of Directors of the Corporation are:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
<b>J. CABELL MCIVOR, PRESIDENT</b>	14537 Marsh View Drive Jacksonville, Florida 32250
<b>JOHN W. MCIVOR, VICE PRESIDENT</b>	14551 Marsh View Drive Jacksonville, Florida 32250
<b>TAMMY C. MCIVOR, SECRETARY/TREASURER</b>	14537 Marsh View Drive Jacksonville, Florida 32250

The persons named as directors shall hold office for the first year of existence of the Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

The Board of Directors is hereby authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the

corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

#### **ARTICLE VII - BY-LAWS**

The initial by-laws of this Corporation shall be adopted by the Board of Directors. By-laws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend, or repeal any by-law adopted by the shareholders if the shareholders specifically provide that such by-law is not subject to amendment or repeal by the directors.

#### **ARTICLE VIII - INCORPORATOR**

The name and street address of the incorporator of this Corporation is:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
<b>M. ELIZABETH KERNAN, ESQUIRE</b>	14550 Marsh View Drive Jacksonville, Florida 32250

#### **ARTICLE IX - INDEMNIFICATION**

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law. No Officer or Director shall be personally liable for monetary damages to the Corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless that Officer or Director breached or failed to perform his duties as an Officer or Director as provided in Florida Statutes 607.0831(2002).

#### **ARTICLE X - AMENDMENT**

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation. These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all

of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 15<sup>th</sup> day of September, 2003.

M. Elizabeth Kernan  
M. ELIZABETH KERNAN, Incorporator

STATE OF FLORIDA)  
COUNTY OF DUVAL)

BEFORE ME, a Notary Public, personally appeared M. ELIZABETH KERNAN, to me known to be the persons described as Incorporator(s) or who produced FL. DL. K655-553-60-840-0 as identification and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to these Articles of Incorporation on the 15<sup>th</sup> day of September, 2003.

Kelly L. Cote

NOTARY PUBLIC

Print Name: Kelly L. Cote

My commission expires:



**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for **THE MCIVOR COMPANY, INC**, at the place designated in the ARTICLES OF INCORPORATION or a corporate resolution of said corporation:

**REGISTERED AGENT**  
**REGISTERED ADDRESS**

**M. ELIZABETH KERNAN, ESQUIRE**  
14537 Marsh View Drive  
Jacksonville, FL 32250

The registered agent agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

DATE: September 15, 2003

  
**M. ELIZABETH KERNAN, ESQUIRE**

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