

165770

400002471794--0

Articles of Incorporation
filed 7-12-51

12 pgs.

65770 A

A-65770

A 657 70

CERTIFICATE OF INCORPORATION
OF
BLACK AND ASSOCIATES, INC.



Filed in Office Secretary
of State, of the State of
Florida, this *12* day of
July A. D., 19-*57*
L. O. GRAY
Secretary of State
By [Signature]

LAZONBY, DELL, GRAHAM & MILLS
ATTORNEYS AT LAW
GAINESVILLE, FLORIDA

LAW OFFICES

LAZONBY DELL, GRAHAM & MILLS

J. LANCE LAZONBY
SAM T. DELL, JR.
L. WILLIAM GRAHAM
E. R. MILLS, JR.
JACK H. BIRSELL

BAIRD OFFICE BUILDING
GAINESVILLE, FLORIDA
9 July 1951

Honorable R. A. Gray
Secretary of State
State of Florida
Tallahassee, Florida

TR

Re: Black and Associates, Inc.

RECEIVED
JUL 12 AM 8:48
STATE OF FLORIDA

Dear Sir:

Enclosed please find Certificate of Incorporation of Black and Associates, Inc., along with copy of same which we will appreciate you certifying and returning to this office.

Enclosed please find our check in the amount of \$29.00 in payment of charter - tax \$20.00, filing fee \$5.00, certified copy \$3.00, and resident agent fee \$1.00.

Please forward us Resident Agent Certificate forms in order that we may have it completed and returned to you for filing.

Thank you for your courtesy.

Yours very truly,

E. R. Mills, Jr.
E. R. MILLS, JR.

ERM/nnr
Encl. (3)

20000
50000
100000
150000
200000
250000

**CERTIFICATE OF INCORPORATION
OF
BLACK AND ASSOCIATES, INC.**

We, the undersigned, all being of full age, do hereby associate ourselves together and do hereby agree for ourselves, our associates and assigns to become a corporation for profit under the laws of the State of Florida of the United States of America, and do hereby accept all of the rights, privileges, benefits and obligations conferred and imposed by said law on corporations organized pursuant to the provisions thereof and hereby make, subscribe, certify, acknowledge and file this Certificate of Incorporation as follows:

ARTICLE I.

The name of this corporation shall be Black and Associates, Inc.

ARTICLE II.

The general nature of the business or businesses and objects and purposes to be transacted and carried on is as follows:

- (a) To engage in and carry on a general practice of professional engineering as defined by Section 471.02 (5), Florida Statutes.
- (b) To establish, own and operate a general builders' supply business for the purchase and sale of all types and kinds of building material.
- (c) To establish, own and operate a general building contracting business for the building of all kinds of structures and buildings.

(d) To erect, own, buy, sell, lease, mortgage, maintain and operate sawmills, planing mills, container plants, and to manufacture all kinds of wood, metal, mineral and petroleum products for sale or hire.

(e) To erect, hold, buy, sell, lease, mortgage, maintain and operate trucks, automobiles, airplanes, barges and vessels and all other transportation facilities that may be required by the business of this corporation.

(f) To own, plant, grow and cut, develop and operate groves and forest plantings of every kind and description.

(g) To own, hold, buy, sell convey, lease, mortgage and trade in real estate of every kind and description.

(h) To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, to invest, trade, deal in and deal with, goods, wares and merchandise, and real and personal property of every class and description.

(i) To acquire and pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any persons, firm, association or corporation.

(j) To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specified time or times, or payable upon the happenings of a specified event or events, whether secured by mortgage, pledge, or otherwise, or unsecured for money borrowed, or in payment for

property purchased or acquired, or any other lawful objects.

(k) In any manner to acquire, enjoy, utilize and to dispose of patents, copyrights and trade marks and any licenses or other rights or interest therein or thereunder.

(l) To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations organized under the laws of this state, or any other state or government, and while the owners of such stock to exercise all the rights, powers, and privileges of ownership, including the right to vote thereon.

(m) To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock except from the surplus of its assets over its liabilities, including capital; and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly, nor counted as outstanding for the purpose of any stockholders' quorum or vote.

(n) To conduct the business or businesses of this corporation, and have one or more offices in this state and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia and in foreign countries.

(o) To do all and everything necessary and proper for the accomplishment of the objects enumerated in this certificate of incorporation or any amendment thereto or necessary or incidental to the protection and benefit of this corporation and in general to carry on any lawful business necessary or incidental to the attainment of the objects of this corporation, whether or not such business

is similar in nature to the objects set forth in this certificate of incorporation or any amendment thereto and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE III.

The maximum number of shares which this corporation shall be authorized to issue and have outstanding at any one time shall be limited to One Hundred (100) shares, to consist of One Hundred (100) shares of Common Stock, which shall be without nominal or par value.

All of said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose; property, labor or services may be purchased, or paid for with the Capital Stock of the Corporation at a just valuation to be fixed by its Board of Directors at a meeting called for that purpose.

ARTICLE IV.

The amount of capital with which this corporation shall begin business is Five Hundred (\$500.00) Dollars.

ARTICLE V.

This corporation shall have perpetual existence.

ARTICLE VI.

The principal place of business of this corporation shall be Gainesville, Alachua County, Florida.

ARTICLE VII.

The number of directors of this corporation shall be not less than three (3) and not more than nine (9).

ARTICLE VIII.

The names and post office addresses of the directors who shall hold office for the first year, or until their successors are elected and have qualified, shall be:

A. P. Black	Gainesville, Florida
Charles A. Black	Gainesville, Florida
William B. Crow	Gainesville, Florida
Newton C. Ebaugh	Gainesville, Florida
Fred A. Eidsness	Gainesville, Florida.

ARTICLE IX.

The names and post office addresses of each subscriber and the number of shares of stock each agrees to take are:

A. P. Black	Gainesville, Florida	Two (2) shares
Charles A. Black	Gainesville, Florida	One (1) share
William B. Crow	Gainesville, Florida	One (1) share
Newton C. Ebaugh	Gainesville, Florida	One (1) share
Fred A. Eidsness	Gainesville, Florida	One (1) share.

ARTICLE X.

In furtherance, and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

- (a) To make and alter the by-laws of the corporation.
- (b) To fix the amount to be reserved as working capital over and above its capital stock paid in.
- (c) To authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation.

(d) From time to time to determine whether and to what extent, and at what time and places, and under what considerations and what regulations, the accounts and books of this corporation, (other than stock books), or any of them, shall be open to inspection by the stockholders; and no stockholder shall have any right of inspecting any account, book or document of this corporation except as conferred by statute, unless authorized by a resolution of the stockholders or directors.

(e) Pursuant to the affirmative vote of the stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power, given at a stockholders' meeting duly called for that purpose or when authorized by the written consent of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power, the board of directors shall have the power and authority at any meeting to sell, lease or exchange all of the property and assets of this corporation, including its good will and its corporate franchises, or any property or assets essential to the business of the corporation, upon such terms and conditions as its board of directors deems expedient and for the best interests of the corporation.

(f) This corporation may in its by-laws convey powers upon its directors in addition to the foregoing and in addition to the powers and authorities expressly conveyed upon them by the statute.

ARTICLE XI.

Both stockholders and directors shall have the power, if the by-laws so provide, to hold their meetings within or without the State of Florida, and to keep the books of this corporation (subject to the

provisions of the statutes), outside of the State of Florida in such places as may be from time to time designated by the board of directors.

ARTICLE XII.

This corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the original subscribers to the capital stock hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Florida, do make, subscribe, acknowledge and file this Certificate hereby declaring and certifying that the facts herein stated are true, and do respectively agree to take the number of shares of stock hereinbefore set forth, and accordingly have hereunto set our hands and seals this 9th day of July, A. D. 1951.

A. P. Black (SEAL)
Charles A. Black (SEAL)
William B. Crow (SEAL)
Newton C. Ebaugh (SEAL)
Spencer G. ... (SEAL)

STATE OF FLORIDA
COUNTY OF ALACHUA

Personally appeared before me, the undersigned authority,
A. P. Black, Charles A. Black, William B. Crow, Newton C. Ebaugh,

and Fred A. Eidsness, to me well known and known to me to be the subscribers to the above and foregoing Certificate of Incorporation, and severally acknowledged the said Certificate to be the act and deed of the signers respectively, and that the facts therein stated are truly set forth.

WITNESS my hand and official seal at Gainesville, Florida, this 9th day of July, A D. 1951.

E. P. Miller, Jr.
Notary Public, State of Florida at large.

My commission expires: _____

Notary Public, State of Florida at Large
My Commission Expires September 15, 1951