

668432

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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☐ WAIT

☐ MAIL

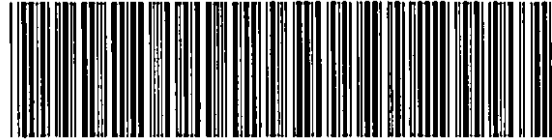
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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0695 5/13/80 608432
 005 23 30.00 05
 April 18, 1980 0695 5/13/80
 3130 N.W. 108th Drive 15.00 05
 Coral Springs, Florida 13/80 15.00 05
 005 33065
 0695 5/13/80 1.00 05
 005 27

D. W. McKinnon, Director
 Division of Corporations
 c/o Secretary of State
 The Capitol
 Tallahassee, Florida 32304

Dear Mr. McKinnon:

Enclosed please find the articles of incorporation for the
 profit corporation JAMES A. CUMMINGS, INC. together with
 a check in the amount of \$63.00.

Please file the articles and send a certified copy of the
 articles to my office at the above address. If you have
 any questions regarding the filing, please contact me.

Sincerely,

James A. Cummings

JAC/gr

Encl: Articles
 Check - \$63.00

C. TAX _____ \$30
 FILING _____ 15
 C. COPY _____ 15
 R. AGENT _____ 3
 TOTAL _____ \$63
 BALANCE DUE \$ _____
 REFUND \$ _____

FILED
 RECEIVED
 APR 30 1 32 PM '80
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 REVENUE
 APR 30 1 32 PM '80
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 FILED

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APR 30 1 31 PM '08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

668432

OF

JAMES A. CUMMINGS, INC.

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopt the following articles of incorporation:

1. The name of the corporation is:

JAMES A. CUMMINGS, INC.

2. The purpose of the corporation is to engage in any activities or businesses permitted under the laws of the United States, State of Florida, and in such states as the corporation shall be authorized to do business.

3. The corporation shall have perpetual existence.

4. The aggregate number of shares which the corporation shall have authority to issue is Five Hundred (500), all of one class, and having a par value of \$1.00 per share. The board of directors shall have authority to divide any or all of the classes of stock of this corporation into series and, within the limitations set forth under the laws of the United States, State of Florida and such state as the corporation shall be authorized to do business, as shall be appropriate, fix and determine the relative rights and preferences of the shares of any series so established. All shares are subject to the following restrictions:

A. Shareholders may dispose of their stock in this corporation, or encumber said stock, only under the conditions expressed herein.

B. Any shareholder desiring to encumber or dispose of his stock must obtain the written consent of each of the other shareholders and of this corporation.

C. In the absence of the obtaining of such written consent, the shareholder desiring to encumber or dispose of their stock certificates shall first offer to sell all of their stock to the corporation in accordance with the terms of this agreement and as regards any stock not purchased by the corporation then in turn the unsold stock shall be offered to all of the remaining shareholders to be purchased on a prorata basis if the shareholders cannot reach an agreement as to who shall purchase what amount of stock from the offering shareholder.

1. The offering shareholder shall inform the corporation of their intention to sell by registered mail to the corporation at its registered agent's address and to each other shareholder.

2. Sale to the corporation or to any other shareholder shall take place within sixty (60) days of the date of such receipt of said notice by the corporation and all other shareholders.

3. The purchase price for each share of stock shall be the book value per share on the last day of the month preceding the date of the mailing of the notice of intention to sell. The accountant for the corporation shall determine the book value per share. The corporation may pay said amount in cash or, at the option of the corporation, execute a promissory note to pay said amount in monthly installments to be amortized

over seven (7) years. It shall bear interest at the highest legal rate of interest allowed under Florida Statutes. It shall provide for the right to prepay without penalty, reasonable attorney's fees, court costs, discovery expenses, and aforesaid to be on both the trial level and all appellate levels. Payments are to be made the first of each month with a fifteen (15) day grace period.

4. Said promissory note shall be secured by the corporation executing one or more security agreements encumbering all or part of all the tangible and intangible personal property of the corporation, liens upon titles to vehicles and boats, and mortgages on land in a sufficient sum to guarantee said promissory note, but in no event shall the fair market value of the property encumbered exceed twice the face amount of said note.

5. The corporation has the right to decline to purchase part or all of the shareholder's stock. In the event the corporation declines to purchase all of the stock, then the offering shareholder shall offer that portion unsold to the remaining shareholders, to be purchased at the same price as above defined, on said basis. Purchase of said stock by other shareholders shall be on a cash basis unless otherwise agreed between the offering shareholder and the purchasing shareholder. All unsold shares of stock may be offered for sale and be purchased by non-shareholders after completion of all of the requirements precedent contained in this agreement. If stock certificates are sold in violation of this agreement, then such purchasers shall not be made stockholders of record not entitled to vote nor dividends nor any rights or privileges of this corporation.

6. The corporation shall within thirty (30) days after the date of receipt of said notice inform the offering shareholder of its intentions. Individual shareholders shall have forty-five (45) days after the date of receipt of said notice to inform shareholder of their intentions. If the corporation or any shareholders shall exercise their rights under this agreement, then a closing of those rights shall take place within sixty (60) days of the receipt of said notice by the corporation and by each of the shareholders.

7. In the event of the death of any shareholder, his stock shall be purchased by the corporation or other shareholders in accordance with the above provisions. The requirements of these articles of incorporation shall be binding upon all shareholders, their personal representatives, heirs, successors and assigns.

D. The certificates of stock of this corporation shall bear the following endorsement on each share: "This share certificate is subject to a restriction against sale or encumbrance contained in the Articles of Incorporation. Said articles provide for restrictions upon transfer of the stock and a copy of the Articles of Incorporation may be obtained from the secretary of the corporation."

E. A shareholder who desires to encumber their stock certificates may do so only after receiving consent by shareholders who represent not less than three-fourths (3/4) of the authorized and outstanding shares of the corporation or in lieu of receiving said consent said shareholder shall offer said stock for sale on the above terms and conditions.

F. Dividends may be paid on the common shares, as and when declared by the Board of Directors, out of any funds of this corporation legally available for the payment of such dividends, from the net earnings or from the surplus of the assets over liabilities including capital of the corporation. And when Directors shall so determine, dividends on common shares may be paid in common stock, subject to the further provisions hereof.

Dividends as and when declared shall be paid ratably on all common shares, except that stock dividends shall only be payable to the holders of any class of common stock in shares of the same class.

G. In the event of the liquidation, dissolution or winding up of this corporation, whether voluntary or involuntary, the holders of common shares shall be entitled to receive, ratably, all assets of this corporation.

A consolidation or merger of this corporation with or into any other corporation or corporations shall not be deemed to be a liquidation, dissolution or winding up within the meaning of this clause, although nothing by such consolidation or merger shall in any manner operate in the surviving corporation of such consolidation or merger to change or prejudice the respective rights of the holders of any class of common stock.

A voluntary dissolution, liquidation or winding up of this corporation may be effected by vote of the majority of the holders of the voting common stock. Any distribution to holders of common shares upon liquidation, dissolution or winding up, whether voluntary or involuntary, shall be made ratably among the holders of common shares regardless of class.

Consent of the holders of any nonvoting common stock shall not be required in connection with any consolidation or merger of this corporation with or into any other corporation or corporations, if the consent would otherwise be required by law, as long as the rights of all common stockholders are treated alike, though ratably.

H. The corporation may from time to time, pursuant to any contract with stockholders, as restricted herein, or otherwise, purchase for cash or such other consideration deemed appropriate and in the best interests of corporation by the Board of Directors, any outstanding common shares regardless of class, as treasury stock, which stock may be reissued or used for such other purpose as said Board of Directors may determine. And corporation may cause its issued and outstanding common stock to be purchased or acquired in the name of another party or parties if the corporation so elects.

I. The capital structure of the corporation may be changed by a vote of the majority of the holders of the then issued and outstanding voting common stock, but no other kind, class or series of voting stock may be authorized without approval of the holders of three-quarters (3/4) of the then issued and outstanding voting common stock. Whenever the capital structure of corporation has been changed, with the requisite votes of the holders of the issued and outstanding voting common stock, which may be done without consent of the holders of the nonvoting common stock, the corporation may issue any additional common shares, or any other kind, class or series of capital stock, whether common, preference or preferred, to effect any consolidation or merger, to raise capital, or for such other purpose as the Board of Directors may deem appropriate and in the best interest of the corporation from time to time.

J. All common stock now or hereafter authorized (subject to the limitations hereof) shall be issued for cash or such other valuable consideration as may be deemed to be appropriate and in the best interests of the corporation by the Board of Directors, which may include issuance of common stock to effect any authorized stock split or stock dividend, or merger or acquisition, and the issuance of common stock as a gift and/or as a bonus or incentive to any officers or employees of the corporation, as the Board of Directors may deem to be appropriate and in the best interests of the corporation from time to time.

5. The amount of capital with which the corporation will begin business shall not be less than Five Hundred Dollars (\$500.00).

6. The principal office of the corporation shall be located at 3130 N.W. 108th Drive, Coral Springs, Florida 33065, which is in Broward County, Florida, and the corporation may maintain offices and transact business in such other places within or without the State of Florida as may be from time to time designated by the Board of Directors.

7. The street address of the initial registered office of the corporation is 3130 N.W. 108th Drive, Coral Springs, Florida 33065; and the name of the initial registered agent of the corporation at said address is James A. Cummings, who is a resident of this state.

8. This corporation shall have one (1) or more directors and same to be set from time to time by the Board of Directors in the by-laws of the corporation. The number of directors constituting the initial board of directors is one (1), and his name and address is as follows:

<u>NAME</u>	<u>ADDRESS</u>
James A. Cummings	3130 N.W. 108th Drive Coral Springs, Florida 33065

9. The officers of the corporation, who shall be elected by the Board of Directors, shall consist of a President, who shall be a Director and who shall be the Chief Executive Officer of the Corporation; Chairman of the Board; Senior Vice President; one or more Vice Presidents; a Secretary; a Treasurer; and such other Officers as the Board of Directors may determine, including one or more Assistant Vice Presidents, Assistant Secretary and Assistant Treasurer. Said officers shall serve for such term and have such duties as may be prescribed by the By-Laws or determined by the Board of Directors. Any person may hold two or more offices, except that the President may not also be the Secretary or Assistant Secretary, and no person holding two or more offices shall sign any instrument in the capacity of more than one office.

10. The names, addresses and titles of the initial officers of this corporation shall be as follows, subject to confirmation at the organizational meeting of the initial Board of Directors:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
James A. Cummings	3130 N.W. 108th Drive Coral Springs, Florida 33065	President
Janyth Roy Cummings	3130 N.W. 108th Drive Coral Springs, Florida 33065	Secretary

11. All of the stockholders of the corporation, or all of the stockholders of any class of stock of the corporation, may simultaneously enter into written agreements among themselves and with the corporation, providing for the following:

A. Reasonable limitations on the transfer and assignment of the stock or class of stock of the corporation owned by the stockholders or class of stockholders.

B. Reasonable limitations upon and/or authorization for the issuance of capital stock or other securities by the corporation.

C. The manner and method by which the corporation is to be managed and operated.

D. The liquidation, dissolution and winding up of the corporation, and distribution of the assets.

E. Any other or further rights and preferences, privileges, limitations and restrictions upon the authorized capital stock of the corporation, or concerning purchase or repurchase of common shares in the event of death of any common stockholder or other circumstance which may require or entitle corporation to purchase or repurchase any said shares; all subject to the limitations stated above.

F. Any matter necessary or convenient to the effectuating of the foregoing items or provisions.

Any such agreement unanimously made and entered into among all of the stockholders of the corporation, or all of any class of stockholders of the corporation, when filed in the corporate records, shall be binding on the corporation and shall be recognized and observed by the Directors, Officers and Agents of the Corporation, and any such agreement shall continue binding upon the corporation until there is filed with the President and Secretary of the Corporation, in duplicate, a written instrument signed by the persons who originally created such agreements (or their successors in ownership, providing such succession in ownership shall be accomplished in accordance with the terms of the stockholders' agreements), consenting to the revocation and cancellation of the agreements among the stockholders, or class of stockholders.

And, one or more, but not all, of the stockholders of any class may enter into written agreements among themselves and/or with the corporation, providing for purchase of shares in the event of death or other circumstance which may be agreed upon between them, and all such written agreements shall be recognized by the corporation; provided, that nothing by this authorization shall violate or be in derogation of any rights or right of first refusal of the corporation or of any remaining or other stockholders of any class.

Notwithstanding any foregoing authorization to the contrary, the corporation may make and enter into any agreements with one or more, but not all of the stockholders of a class, and all such agreements shall also be binding upon the corporation and recognized and observed by the Directors, Officers and Agents of the corporation in the same manner and to the same force and effect as any other agreement between the corporation and all stockholders or all of any class of stockholders, and it is recognized that any said agreements between the corporation and stockholders of one class, or any stockholders of one class, may provide for varied terms and conditions, it being the case that the corporation may recognize and/or make and enter into separate agreements with any stockholders without being required to make and enter into the same agreement with other stockholders or all other stockholders of any class; provided, however, that nothing herein shall violate, or be in derogation of, any rights of the preferred stockholders, if any.

12. Every Director and every Officer of the Corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, including appeals, or in which he may become involved by reason of his being or having been a Director or Officer of the Corporation, or of any other corporation which he served as such at the request of the corporation, whether or not he is a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that, in the event of any claim for reimbursement or indemnification hereunder based upon settlement by the Director or Officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interests of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled, but said right of indemnification shall not extend to any action, suit or proceeding by the corporation or in the right of the corporation to procure a judgment in its favor, whether civil or criminal, brought to impose a liability or penalty on any person for an act alleged to have been committed by such person in his capacity as Director or an Officer of the corporation or in any other corporation in which he served as such at the request of the corporation.

13. The By-Laws of the Corporation shall be adopted by majority vote of the Board of Directors, and said By-Laws may be amended as provided in said By-Laws, provided that nothing in said By-Laws shall be contrary to any provisions of the Articles of Incorporation.

14. The name and address of the incorporator is:

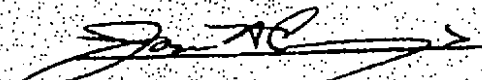
NAME

ADDRESS

James A. Cummings

3130 N.W. 108th Drive
Coral Springs, Florida 33065

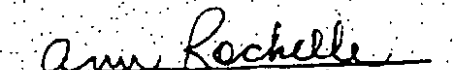
IN WITNESS WHEREOF, the undersigned incorporator has subscribed to these Articles of Incorporation at Coral Springs, Broward County, Florida, this 18 day of April, 1980.


James A. Cummings

STATE OF FLORIDA,
COUNTY OF BROWARD.

BEFORE ME, a Notary Public in and for the State of Florida at Large, personally appeared JAMES A. CUMMINGS, to me personally well known to be the person who executed the foregoing Articles of Incorporation of JAMES A. CUMMINGS, INC., and acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County of Broward, State of Florida, this 18 day of April, 1980.

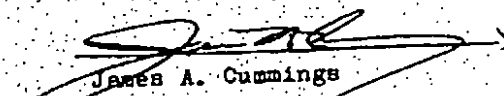

Notary Public, State of Florida

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES NOV. 19 1982
EXCEED THIS GENERAL INC. UNDERWRITERS

ACCEPTANCE OF APPOINTMENT AS
REGISTERED AGENT

I, JAMES A. CUMMINGS, a resident of Florida, have been nominated to be initial registered agent for JAMES A. CUMMINGS, INC. and I hereby accept the appointment as initial registered agent.


James A. Cummings

668432

mk6/15

Telephone
904-222-9171

CORPORATION INFORMATION SERVICES, INC.

P.O. Box 10329, Tallahassee, Florida 32302

Toll Free In Florida
1-800-342-8088

REQUEST AND REPORT FORM

RE: James A. Cummings, Inc.

- ☐ UCC Search
- ☐ UCC Search and Copies
- ☐ UCC Filing
- ☐ UCC-Certificate under Seal
- ☐ UCC-Certified Copy
- ☐ UCC-Copies Only

CORPORATIONS:

- ☐ Domestic
- ☐ Foreign
- ☐ Profit
- ☐ Non-Profit

- ☐ Reservation
- ☐ Limited Partnership
- ☐ Amendment
- ☒ Dissolution
- ☐ Reinstatement
- ☐ Annual Report
- ☐ Certificate under Seal
- ☐ Certificate of Goodstanding
- ☐ Search
- ☐ Merger
- ☐ Mark
- ☒ Certified Copy
- ☐ Availability
- ☐ Motor Vehicle

SPECIAL REMARKS:

Check in the amount of ~~\$30.00~~ \$30.00 to prepay state fee for articles of dissolution. Check # 3197 made payable to SOS. Call back to Ms. Maureen Parido.

2 Documents of articles of incorporation to be filed after dissolution has been filed.

DOCUMENTS RECEIVED BY FED. EXPRESS

SUBSCRIBER:

Zalber and Schroeder
Attorneys at Law
2881 E. Oakland Park Blvd., Ste. 200
Ft. Lauderdale, Florida 33306
305-561-8205

Date 6-15 Completed By 5827-86723721 6/15/81 15.00 OS
Fed. Ex. Time 6/22/81 15.00 OS
CIS Service Fee
Disbursements (State, etc.)
Special CIS Service Fee
TOTAL DUE

INVOICE # 2182
PRIVATE TAX

FILED 15
C. COPY 15
H. A. FEE
H. COPY
SEARCH 30 *adja*
TOTAL
BALANCE DUE
REFUND

Val. Davis *not file*

ARTICLES OF DISSOLUTION

OF

JAMES A. CUMMINGS, INC.

ARTICLE I

The name of the Corporation is:

JAMES A. CUMMINGS, INC.

ARTICLE II

The Corporation Certificate of Incorporation was issued on April 30, 1980.

ARTICLE III

No shares of stock in the Corporation have been issued.

ARTICLE IV

The Corporation has not commenced business.

ARTICLE V

The amount, if any, actually paid in on subscriptions for shares of stock in the Corporation, less any part thereof disbursed for necessary expenses, has been returned to those entitled thereto.

JUN 15 2 22 PM '81
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLE VI

No debts of the Corporation remain unpaid.

ARTICLE VII

I, JAMES A. CUMMINGS, the sole incorporator of JAMES A. CUMMINGS, INC., elect that said Corporation be dissolved.

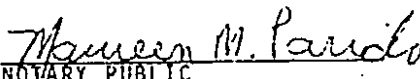
IN WITNESS WHEREOF the undersigned has made and subscribed of the Articles of Dissolution at Fort Lauderdale, Florida on the 11 day of ^{June}~~May~~, 1981.


JAMES A. CUMMINGS

STATE OF FLORIDA)
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take acknowledgments in the State and County aforesaid personally appeared JAMES A. CUMMINGS to me well known to be the person described in and who executed the foregoing Articles of Dissolution and acknowledged before me that he subscribed to these Articles of Dissolution.

WITNESS my hand and official seal in the County and State aforesaid this 11th day of ^{June}~~May~~, 1981.


NOTARY PUBLIC

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES MAY 2, 1983
BOBOS THROUGH MARIANA ASHTON, INC.

DUE DATE ON OR AFTER JANUARY 1 AND ON OR BEFORE JULY 1 OF EACH YEAR

CORPORATION
ANNUAL REPORT

FLORIDA DEPARTMENT OF STATE
George F. Hebert
Secretary of State
DIVISION OF CORPORATIONS

AND
FILED

MAY 18 1981

FLORIDA DEPT. OF STATE
CORPORATIONS DIVISION
TALLAHASSEE, FLORIDA

1981

THIS REPORT MUST BE ACCOMPANIED BY A \$10.00 FEE

READ NOTICE AND INSTRUCTIONS ON OTHER SIDE BEFORE MAKING ENTRIES
PLEASE STAPLE CHECK TO ANNUAL REPORT

1. Name and Address of Corporation Principal Office

568432
CUMMINGS (JAMES A.), INC.
3130 N.W. 108TH DRIVE
C/O JAMES A. CUMMINGS
CORAL SPRINGS, FL

33065

If above address is (altered) in any way, enter the correct address
in Item 2, Section 215.0000

2. Enter Change of Address of Corporation Principal
Office. P.O. Box Number Alone is NOT Sufficient
Street Address

P.O. Box No.

City

State

Zip Code

3. See Instructions on Qualities
to Do Business in Florida

4/30/1980

4. Federal Employer
Identification Number
(FEIN) 59-1997575

5. Date of
Last Meeting

6. Name and Street Addresses of each Officer and Director

Name of Officers and Directors	Title	Street Address of each Officer and Director (Do NOT Use Post Office Box Number)	City and State
CUMMINGS, JAMES A.	P/O	3130 N.W. 108TH DR.	CORAL SPRINGS, FL
CUMMINGS, JAMES ROY	S/O	3130 N.W. 108TH DR.	CORAL SPRINGS, FL

Registered Agent information

Name
CUMMINGS, JAMES A.
Street Address
3130 N.W. 108TH DRIVE
City, State and Zip Code
CORAL SPRINGS, FL 33065

To change the Registered Agent and/or
Registered Office a separate statement
signed by the new Registered Agent and
executed by the President or Vice Presi-
dent of the corporation must be filed with
a fee of \$3.

See signature restrictions under instructions on reverse side of this form.

I, James A. Cummings, an Officer of the Corporation, the Receiver or Trustee Empowered to Execute This Report as Required by Chapter
207, F.S., hereby certify that I understand My Signature On This Report Shall Have the Same Legal Effects As if Made Under Oath

Name of President
James A. Cummings

Title
PRESIDENT

Telephone Number
365-752-3163

Date
1/19/81

668432 03-10-81 2 1 545 10.00