

Mr. Joseph Roberts

Requester's Name

121 S. Madison St

Address

Quincy 32351

City/State/Zip

Phone #

P000000/5992

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known)

1. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #) **EFFECTIVE DATE**  
02/14/00
2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

☒ Walk in

☐ Pick up time \_\_\_\_\_

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

**NEW FILINGS**

- ☒ Profit  
☒ Not for Profit  
☒ Limited Liability  
☒ Domestication  
☐ Other

**OTHER FILINGS**

- ☐ Annual Report  
☐ Fictitious Name

**AMENDMENTS**

- ☐ Amendment  
☐ Resignation of R.A., Officer/Director  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☐ Merger

**REGISTRATION/QUALIFICATION**

- ☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Trademark  
☐ Other

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 FEB 15 PM 1:31

APPROVED  
AND  
FILED

FEB 15 2000

Examiner's Initials

**ARTICLES OF INCORPORATION  
OF  
SOLID GOLD ENTERPRISES, INC.**

**EFFECTIVE DATE**  
02/14/00

The Undersigned, for purposes of forming a corporation under the Florida General Corporation Act hereby adopt the following articles of incorporation:

**ARTICLE I.  
NAME**

The name of the corporation is **SOLID GOLD ENTERPRISES, INC.**

**ARTICLE II.  
DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE III.  
PURPOSE**

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

**ARTICLE IV.  
CAPITAL STOCK**

The aggregate number of shares that the corporation has authority to issue is one thousand (1000), all of which shall be common stock without par value.

**ARTICLE V.  
PREEMPTIVE RIGHTS**

Each shareholder shall have preemptive rights only in the portion of shares being issued or sold equal to the portion that number of shares then held by the shareholder bears to the total number of shares then outstanding, unless provided otherwise in the Bylaws or the Bylaws, as amended.

**ARTICLE VI.  
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 121 S. Madison St., Quincy, Florida 32351, and the name of the initial registered agent at that address is JOSEPH E. ROBERTS.

00 FEB 15 PM 1:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

ARTICLE VII.  
MANAGEMENT OF CORPORATION

The business of the corporation shall be managed by the stockholders of the corporation rather than by a board of directors.

ARTICLE VIII.  
INCORPORATORS

The name and addresses of the incorporators are:

Name	Address
JOSEPH E. ROBERTS	121 S. Madison St., Quincy, Florida 32351
MARVA A. DAVIS	121 S. Madison St., Quincy, Florida 32351

ARTICLE IX  
COMMENCEMENT OF EXISTENCE

The corporation shall commence its existence on February 14, 2000.

IN WITNESS WHEREOF, we have subscribed our names this 14<sup>th</sup> day of February, 2000.

Joseph E. Roberts  
JOSEPH E. ROBERTS  
Incorporator

Marva A. Davis  
MARVA A. DAVIS  
Incorporator

STATE OF FLORIDA  
COUNTY OF GADSDEN

On this 14<sup>th</sup> day of February, 2000, before me, the undersigned authority, personally appeared JOSEPH E. ROBERTS and MARVA A. DAVIS, personally known to me to be the persons whose names are subscribed to the instrument within, and acknowledged that they executed the same for the purposes contained therein.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Shirley G. Knight

Notary Public  
My Commission Expires:  
(Seal)



## ***BYLAWS OF SOLID GOLD ENTERPRISES, INC.***

### **ARTICLE ONE. Principal or Registered Office.**

1.01 The principal or registered office of the corporation is located at 121 S. Madison Street, Quincy, Florida.

### **ARTICLE TWO. Shareholders' Meetings.**

2.01 Shareholders meetings shall be held at the principal or registered office of the corporation or at any other place designated from time to time by the managers of the corporation.

2.02 The annual meetings of the corporation shall be held each year on the last Friday of January each year or at such other time and at such place designated by the managers.

2.03 The annual meeting and special meetings of the shareholders may be called by the mutual agreement of the managers and the shareholder without written notice. If all managers and shareholders do not agree to call the meeting, then the President or Vice President of the corporation may send out or cause to be sent written notice to all shareholders by registered or certified mail, no less than ten (10) days nor more than sixty (60) days before the date of the meeting. Notice shall be deemed delivered on the date posted or deposited in the United States Mail, postage prepaid at the shareholders last address as it appears on the corporate records.

2.04 A majority of the outstanding shares shall constitute a quorum for the transaction of business. If a quorum leaves after a quorum has been initially established for the transaction of business, business may continue, conducted and be binding on the corporation in the absence of a quorum.

2.05 Only shareholders of record shall be entitled to notice of a meeting and entitled to vote on corporate business.

2.06 Shareholders may vote in person or by proxy. However, no proxy shall be valid that is executed more than eleven (11) months before the meeting date.

2.07 No defect in notice of the meeting shall affect the validity of the action taken at a meeting if the shareholders sign waivers of notice or ratification of the action taken at the meeting either before or after the meeting. Such waivers and/or ratifications must state the purpose of any special meeting and must be filed with the corporate records or made a part of the minutes of the meeting.

2.08 Any action which may be taken at a meeting of the shareholders may be taken without a meeting if written consent to the action is signed by all shareholders and filed with the corporate records.

### **ARTICLE THREE. MANAGEMENT.**

3.01 The corporation shall be managed by the corporate officers. The corporate officers may transact the general and special business of the corporation, jointly or severally as they shall agree.

3.02 The corporate officers shall serve perpetually unless a substitute, agent or successor is appointed by the shareholders due to the physical or mental disability of a corporate officer or the failure or inability of the officer to perform his or her duties, to the satisfaction of the shareholders for shareholders.

3.03 Any action required or permitted to be taken at a meeting of the Corporate Officers may be taken at a meeting or without a meeting if agreed to in writing by the corporate officers.

3.04 The corporate officers may receive such compensation, if any, for their services, and such reimbursement for expenses, as may be fixed or determined by the written agreement, resolution or other written form by the shareholders.

#### **ARTICLE FOUR. OFFICERS.**

4.01 The officers of the corporation shall consist of a President, a Vice President, a Secretary and a Treasurer. Any two offices, except President and Secretary may be held by the same person. All officers shall hold office at the pleasure of the shareholders. The shareholders may fix the compensation and tenure of the corporate officers.

4.02 The officers shall have power and authority to conduct and transact the general and special business of the corporation as they determined is in the best interest of the corporation and as directed by resolution or written notice or instruction from the shareholders.

4.03 Each officer shall perform the duties incident to that officer and such other duties as from time to time is assigned by the shareholders, the President or Vice President.

#### **ARTICLE FIVE. EXECUTION OF INSTRUMENTS.**

5.01 The President and Vice President of the Corporation, jointly and severally, are designated signatory officers to execute any corporate instrument or document, or to sign the corporate name without limitation, except where otherwise provided by law, and such execution or signature shall be binding upon the corporation.

#### **ARTICLE SIX. DEPOSIT OF FUNDS.**

6.01 All funds of the corporation shall be deposited from time to time to the credit of the corporation with such banks, credit unions, bankers, trust companies, or other depositories as any officer of the corporation may select.

6.02 Endorsements for deposit of commercial paper to the credit of the corporation in any of its duly authorized depositories may be made without countersignature by the President or Vice President, or by any officer or agent of the corporation to whom the corporate officers have delegated such power by resolution.

6.03 Except payments to an individual corporate officer or payments to or for the account(s) of individual corporate officers, all checks, drafts, or other order for payment of money, notes, or other evidences of indebtedness, issued in the name of the corporation, shall be signed or endorsed by any officer, jointly or severally. However, payments to or for an individual corporate officer from corporate funds requires the signature of two different corporate officers.

#### **ARTICLE SEVEN. BORROWING MONEY, MORTGAGING, PLEDGING OR**

## **HYPOTHECATING CORPORATE ASSETS.**

7.01 The Corporate Officers may only borrow money, mortgage, pledge or create a security interest in the corporate assets to secure indebtedness of the corporation, with the written consent, joinder or execution by all corporate officers.

7.02 The corporation may sell, lease, exchange, or otherwise dispose of part, all, or substantially all of its property and assets with the vote or written consent of all shareholders.

## **ARTICLE EIGHT. ISSUANCE AND TRANSFER OF SHARES.**

8.01 Shares of stock shall only be issued or transferred to the incorporators, unless by mutual agreement, the incorporators agree to issue shares to others. In the event one of the shareholders wishes to transfer his or her shares in the corporation, in whole or part, he or she must first make an written offer, by certified or registered to sale at par value or book value to the other shareholders(s) and leave the offer open for a period of not less than ninety days from mailing at the last known address of the shareholders as recorded in the corporate recorders, before the shareholder may sale or transfer the same to a non-shareholder.

## **ARTICLE NINE. AMENDMENT OF ARTICLES OF INCORPORATION AND BYLAWS**

9.01 Except as otherwise provided by law, Articles of Incorporation and Bylaws may be adopted, amended or repealed by the vote or written consent of all shareholders.

## **ARTICLE TEN. RECORDS AND REPORTS.**

10.01 All books and records provided for by statute shall be open to inspection of shareholders from time to time and to the extent expressly provided by statute, and not otherwise. The Corporate Officers may examine such books at all reasonable times.

10.02 In its discretion, the Corporate Officers may close the transfer books for a period not to exceed fifty (50) days preceding any meeting, annual or special, of the shareholders or of the day appointed for payment of dividends, after giving at least ten (10) days written notice thereof to each shareholder.

10.03 The President or Treasurer shall cause an annual report to be sent to the shareholders not later than ninety (90) days after the close of fiscal year. The annual report shall provide the following:

- (1) A balance sheet as of the closing date;
- (2) Statement of income and surplus for such year ended on closing date;
- (3) Such other information as the corporate officers and shareholders shall determine.

## **ARTICLE ELEVEN. INDEMNIFICATION OF OFFICERS, EMPLOYEES AND AGENTS.**

11.01 The corporation shall indemnify and reimburse any person sued or threatened with suit, claim or action, whether civil or criminal, administrative or investigative (except when such suit, claim or action is brought or threatened to be brought by the corporation or one of its officers or shareholders for the benefit of the corporation) by reason of actions or omissions in the course, conduct and scope of his or her duties, agency or responsibilities to the corporation, if he or she acted in good faith and in a manner he or she reasonably believed to be in the best interest of or not opposed to the best interest of the corporation, and with regard to any criminal action, had no reasonable cause to believe that his or her conduct was unlawful.

11.02 Indemnification and reimbursement shall only be made to the extent that the corporate officers or shareholders authorize after a determination concerning the ability of the corporate assets, including liability insurance are available.

11.03 Attorney's fees and expenses may be advanced for the purpose of defending a civil or criminal action, suit or proceeding growing out of the performance of duties or the lack thereof, in the course and scope of employment.

11.04 Nothing herein shall affect the ability of the officer, shareholder, employee or agent of the corporation to receive more under some other insurance policy or indemnification agreement.

## ARTICLE TWELVE. **SUBSIDIARIES AND DBAs**

12.01 Subsidiaries and companies in which the corporation is doing business as another name shall be bound by these bylaws.

## ARTICLE THIRTEEN. **INSURANCE.**

13.01 The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was an officer, employee or agent of the corporation or was serve at the request of the corporation in some capacity.

## ARTICLE FOURTEEN. **INVALIDITY.**

14.01 The invalidity or unenforceability of any provision hereof shall not in any way affect the remaining portions hereof, which shall continue to be in full force and effect.

## ARTICLE FIFTEEN. **FISCAL YEAR.**

14.01 The Fiscal year of the corporation shall be January 1 to December 31.

## ARTICLE SIXTEEN. **CORPORATE SEAL.**

15.01 The Corporate Officers may, but need not, adopt, use and thereafter alter, a corporate seal.

These Bylaws Adopted this 14<sup>th</sup> day of February, 2000.

Joseph E. Roberts  
JOSEPH E. ROBERTS  
Incorporator/Shareholder

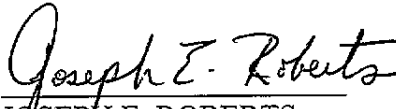
Marva A. Davis  
MARVA A. DAVIS  
Incorporate/Shareholder

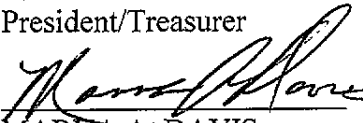


**DESIGNATION OF REGISTERED AGENT**

**Solid Gold Enterprises, Inc.**, a corporation under the laws of the State of Florida, with its principal office at 121 S. Madison Street, in the City of Quincy, County of Gadsden, State of Florida, zip code 32351, has named JOSEPH E. ROBERTS, located at 121 S. Madison St., Quincy, Florida 32351 as its agent to accept service of process within the state.

In witness whereof, we the undersigned officers of the corporation have set our hands and seal this 14<sup>th</sup> day of February, 2000.

  
JOSEPH E. ROBERTS  
President/Treasurer

  
MARVA A. DAVIS  
Vice President/Secretary

**ACCEPTANCE**

I, JOSEPH E. ROBERTS, agree as Resident Agent to accept Service of Process, to keep office during prescribed hours, to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by law.

  
JOSEPH E. ROBERTS  
Registered Agent

APPROVED  
AND  
FILED  
00 FEB 15 PM 1:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA