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**WALKER & FAIRBANKS, P.A.**  
ATTORNEYS AND COUNSELORS AT LAW

**Mail is not delivered to the street address**

JAMES V. WALKER  
ANDAL C. FAIRBANKS

217 Ponte Vedra Park Drive, Suite 200  
Ponte Vedra Beach, Florida 32082

Telephone: (904) 285-3204  
Facsimile: (904) 280-8965  
E-Mail: jvw@w-k.com

PEGGY D. ADOLPHSON, C.L.A.

PLEASE REPLY TO:  
P.O. Box 676  
Ponte Vedra Beach, FL 32004-0676

Jacksonville Office: (904) 998-9800

May 11, 2000

New Filings Section  
Corporation Division  
Post Office Box 6327  
Tallahassee, Florida 32314

800003250838--6  
-05/12/00-01091-007  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: MCS, INC.

Ladies and Gentlemen:

Enclosed are the original Articles of Incorporation for the above entity to be filed in your office. Also enclosed is our check in the amount of \$78.75 to cover the following filing fees:

Filing fee	\$35.00
Certified Copy	8.75
Registered Agent fee	<u>35.00</u>
<b>Total</b>	<b>\$78.75</b>

**Please notice that the Articles provide for an effective date of May 12, 2000.**

If you have any questions regarding this matter, please call me.

Very truly yours,

WALKER & FAIRBANKS, P.A.



Peggy D. Adolphson  
Certified Legal Assistant

pa  
Enclosures

S. Thompeon MAY 30 2000



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

May 17, 2000

WALKER & FAIRBANKS, P.A.  
ATTN: PEGGY D. ADOLPHSON  
P.O. BOX 676  
PONTE VEDRA BEACH, FL 32004-0676

SUBJECT: MCS, INC.  
Ref. Number: W00000012811

We have received your document for MCS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6929.

Shannon Thompson  
Document Specialist

Letter Number: 300A00027801

**ARTICLES OF INCORPORATION**  
**OF**  
**MCLS, INC.**

The undersigned hereby files these Articles of Incorporation for the purpose of becoming a corporation for profit under the laws of the State of Florida.

**ARTICLE I.**

The name of the Corporation shall be: MCLS, INC.

**ARTICLE II.**

The Corporation shall have perpetual existence.

**ARTICLE III.**

The general nature of the businesses to be transacted by the Corporation shall be to engage in any activity or business permitted under the laws of the United States of America and of this State.

**ARTICLE IV.**

Section 1. The maximum number of shares of capital stock that the Corporation is authorized to have outstanding at any time shall be Fifty Thousand (50,000) shares of Class A Voting Common Stock having a par value of One Cent (\$.01) per share and Fifty Thousand (50,000) shares of Class B Non-Voting Common Stock having a par value of One Cent (\$.01) per share. All stock issued shall be fully paid and non-assessable.

Section 2. The Class A Voting Common Stock shall have the sole and exclusive voting privileges, each share of Class A Voting Common Stock being entitled to one (1) vote. The sales price to be paid the Corporation for any share of Class A Voting Common Stock at any time sold or transferred shall be no less than the par value. In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or otherwise, the holders of the Class A Voting Common Stock shall be entitled, after payment of the debts of the Corporation, to their aliquot share of all remaining assets of the Corporation in proportion to the total number of shares of Class A Voting Common Stock and Class B Non-Voting Common Stock then issued and outstanding.

Section 3. The Class B Non-Voting Common Stock shall have no voting privileges whatsoever, all such voting privileges being vested solely and exclusively in the Class A Voting Common Stock. In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntarily or otherwise, after the payment of the debts of the Corporation, the holders of the Class B Non-Voting Common Stock and the holders of the Class A Voting Common Stock shall be entitled, after

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TALLAHASSEE FLORIDA

payment of the debts of the Corporation, to their aliquot share of all the remaining assets of the Corporation in proportion to the total number of shares of the Class B Non-Voting Common Stock and the Class A Voting Common Stock then issued and outstanding.

Section 4. The Shareholders, regardless of the class of stock held, shall have no preemptive rights with respect to the capital stock or securities of the Corporation of any class, and the Corporation from time to time may issue and sell shares of its capital stock of any class, may issue and grant rights and options to purchase shares of such capital stock and may issue and sell its bonds, notes, debentures, and other securities convertible into stock of the Corporation without offering such shares, rights or options to purchase shares, bonds, notes, debentures or other securities (whether now or hereafter authorized) to the Shareholders then holding shares of its capital stock.

#### **ARTICLE V.**

The principal office and mailing address of this Corporation shall be 3256 Turtle Creek Road, St. Augustine, Florida 32086.

#### **ARTICLE VI.**

The street address of the initial registered office of this Corporation in Florida shall be 217 Ponte Vedra Park Drive, Suite 200, Ponte Vedra Beach, Florida 32082, and its initial registered agent at that address shall be James V. Walker. The registered office and registered agent of the Corporation may be changed from time to time upon notification to the proper authorities.

#### **ARTICLE VII.**

The number of the Directors of this Corporation shall not be less than one nor more than seven as fixed from time to time by the provisions of the Bylaws.

#### **ARTICLE VIII.**

The names and street addresses of the members of the first Board of Directors, who, subject to the provisions of the Bylaws and these Articles of Incorporation, shall hold office for the first year of the Corporation's existence or until their successors are elected and have qualified, are as follows:

<u>Name</u>	<u>Street Address</u>
Phillip Mark Staples	3256 Turtle Creek Road, St. Augustine, Florida 32086
Carol S. Staples	3256 Turtle Creek Road, St. Augustine, Florida 32086

#### **ARTICLE IX.**

The Corporation's Board of Directors is specifically authorized from time to time to enter into agreements not inconsistent with these Articles or the law with respect to the alienation, sale, pledge, purchase and redemption of shares of stock of the Corporation.

#### **ARTICLE X.**

In furtherance and not in limitation of the powers conferred by statute, the following specific provisions are made for the regulation of the business and the conduct of the affairs of the Corporation:

Section 1. Subject to such restrictions, if any, as are herein expressed and such further restrictions, if any, as may be set forth in the Bylaws, the Board of Directors shall have the general management and control of the business and may exercise all of the powers of the Corporation except such as may be by statute, or by the Articles of Incorporation or amendment thereto, or by the Bylaws as constituted from time to time, expressly conferred upon or reserved to the Shareholders.

Section 2. Subject always to such Bylaws as may be adopted from time to time by the Shareholders, the Board of Directors is expressly authorized to adopt, alter and amend the Bylaws of the Corporation, but any Bylaws adopted, altered or amended by the Directors may be altered, amended or repealed by the Shareholders.

Section 3. The Corporation shall have such officers as from time to time may be provided in the Bylaws and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the Bylaws or as may be determined from time to time by the Board of Directors subject to the Bylaws.

Section 4. No Director or officer of this Corporation shall, in the absence of fraud, be disqualified by his office from dealing or contracting with this Corporation either as vendor, purchaser or otherwise, nor, in the absence of fraud, shall any contract, transaction or act of this Corporation be void or voidable or affected by reason of the fact that any such Director or officer, or any firm of which any such Director or officer is a member or an employee, or any corporation of which any such Director or officer is an officer, Director, Shareholder or employee, has any interest in such contract, transaction or act, whether or not adverse to the interest of this Corporation, even though the vote of the Director or Directors or officer or officers having such interest shall have been necessary to obligate this Corporation upon such contract, transaction or act; and no Director or Directors or officer or officers having such interest shall be liable to this Corporation or to any

Shareholder or creditor thereof or to any other person for any loss incurred by it under or by reason of any such contract, transaction or act; nor shall any such Director or Directors or officer or officers be accountable for any gains or profits realized thereon.

#### **ARTICLE XI.**

Any action of the Shareholders may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. Notice of any such action so taken shall be given within ten (10) days of the date of such action to those Shareholders entitled to vote thereon who did not give their written consent.

#### **ARTICLE XII.**

If all, or any, of the Shareholders or Subscribers to the stock of the Corporation shall enter into any agreement between themselves or with the Corporation or third persons, abridging, limiting, restricting or changing the rights or interest of any one or more of the Shareholders or Subscribers to sell, assign, transfer, mortgage, pledge, hypothecate or transfer on the books of the Corporation, any and all of the stocks of the Corporation held by them, and if a copy of the agreement is filed with the Corporation, all certificates of shares, subject to such agreement or restriction, shall have a reference thereto endorsed thereon by an officer of the Corporation and such stock shall not thereafter be transferred on the books of the Corporation except in accordance with the terms and provisions of the agreement. If the agreement so provides, the certificates of stock shall be registered so that shares standing in the name of any person as pledgee, trustee or other fiduciary may be voted, in person or by proxy, and without proof of authority.

#### **ARTICLE XIII.**

The affirmative vote of holders of fifty-one percent (51%) of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- (a) Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- (b) Reorganization, merger or consolidation of the Corporation;
- (c) Sale, lease or exchange of the major portion of the property or assets of the Corporation; and
- (d) Dissolution of the Corporation.

#### **ARTICLE XIV.**

A Shareholder shall not be liable for dividends illegally declared, distributions illegally made to Shareholders or any other action taken in reliance in good faith upon financial statements of the Corporation represented to him to be correct by the President of the Corporation or the officer having charge of the books of account, or certified by an independent or certified accountant to clearly reflect the financial condition of the Corporation; nor shall there be any liability if in good faith in determining the amount available for dividends or distribution, the Shareholder considers the assets to be of ample value.

#### **ARTICLE XV.**

The Shareholders may authorize the Corporation to enter into employment contracts with any executive officer for periods longer than one (1) year, and any Article or By-law provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under such contracts.

#### **ARTICLE XVI.**

The name and street address of the Incorporator of these Articles of Incorporation is as follows:

<u>Name</u>	<u>Street Address</u>
James V. Walker	217 Ponte Vedra Park Drive Ponte Vedra Beach, Florida 32082

#### **ARTICLE XVII.**

This Corporation reserves the right to amend, alter, change or repeal any provisions contained herein in the manner now or hereafter prescribed by law, and all rights conferred on Shareholders herein are granted subject to this reservation.

#### **ARTICLE XVIII.**

The date that corporate existence shall begin shall be May 12, 2000. This election is pursuant to Florida Statute 607.0203.

IN WITNESS WHEREOF, the undersigned subscribing incorporator, has hereunto set his hand and seal for the purpose of forming this Corporation under the laws of the State of Florida, and does hereby make, subscribe, acknowledge and file in this office of the Secretary of State of the State of Florida these Articles of Incorporation and does certify that the facts herein stated are true, all on this 10<sup>th</sup> day of May, 2000.

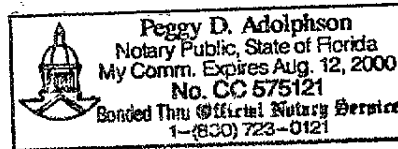
James V. Walker  
James V. Walker

STATE OF FLORIDA )

COUNTY OF ST. JOHNS )

The foregoing Articles of Incorporation were acknowledged before me this 10<sup>th</sup> day of May, 2000, by James V. Walker, ☒ who is personally known to me or ☐ who has produced \_\_\_\_\_ as identification, and who acknowledged that he signed such instrument of his own free will.

Peggy D. Adolphson  
Notary Public, State of Florida at Large  
Notary's printed or stamped name:  
My commission expires:



#### ACCEPTANCE OF REGISTERED AGENT

Having been named in the foregoing Articles of Incorporation to accept service of process for the above stated Corporation at the place designated therein, and being familiar with the duties and responsibilities as registered agent for said Corporation, I hereby agree to act in this capacity and to comply with the provisions of the Florida Business Corporation Act.

By: James V. Walker  
James V. Walker, Registered Agent