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Dempsey's Janitorial Inc,
5493 18th Lane South # D
St. Petersburg FL 33712
727-865-1172

FILED
00 OCT 30 AM 11:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION OF
DEMPSEY'S JANITORIAL CLEANING, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Notice is hereby given that the undersigned incorporators, all being of full age, have associated themselves together for the purpose of forming a corporation for profit, with capital of \$20,000 common stock under the provisions of Florida Statutes and we do hereby accept all of the rights, privileges, benefits and obligations conferred and imposed by such law, and we do hereby make, subscribe, acknowledge and file these Articles of Incorporation.

ARTICLE I – NAME

The name of the corporation is **DEMPSEY'S JANITORIAL CLEANING, INC. 5493 18TH LANE SOUTH # D St.Petersburg, Florida 33712.**

ARTICLE II – CORPORATE PURPOSE

The object and purpose of the corporation shall be to engage in Commercial Cleaning.

ARTICLE III – DURATION

The corporation shall have perpetual existence.

ARTICLE IV – MANAGEMENT

Section 1. The affairs of the corporation shall be managed by a Board of Directors. The Board of Directors shall consist of not less than three and not more than ten persons. Directors shall be elected or removed in accordance with procedure provided in the bylaws.

Section 2. The officers of the corporation shall be a President, Vice President, a Secretary and a Treasure. These shall be elected and shall Corporation at least ten days prior to the meeting at which such Articles of Incorporation change is to be voted upon, followed by the compliance with the Florida Statues regarding amendments to Articles of Incorporation of profit corporations.

Section 3. The officers and directors of the corporation may succeed themselves.

ARTICLES VII – GENERAL

All income and assets of the Corporation, above necessary expense, shall be administered solely and exclusive for the corporate purpose selected by the Board of Directors.

This Corporation shall distribute dividends to its incorporators, directors, officers or board members, when and if dividends are declared by the Board. The Corporations

may pay compensation in a reasonable amount to its members; directors and officers for services rendered and may confer benefits upon its members in conformity with its purpose.

ARTICLE VIII – SUBSCRIBES

The names and resident addresses of the subscribers to this corporation are as follows:

<u>Name</u>	<u>Residence</u>
Willie F Dempsey	5493 18 th Lane South # D, St.Petersburg, Fl 33712
Monique S Dempsey	5493 18 th Lane South # D, St.petersburg, Fl 33712

ARTICLE VIII- SUBSCRIBES

The above-name incorporators, desiring to organize this Corporation hold office in the manner provided in the bylaws of the corporation.

ARTICLE V – INITIAL OFFICERS AND DIRECTORS

The names and addresses of the officers and directors who are to manage all the affairs of the corporation until the first annual meeting are:

<u>Office</u>	<u>Address</u>
Pres., Director, Willie F Dempsey	5493 18 th lane South #D St.Petersburg, FL 33712
Vice Pres., Willie F Dempsey	5493 18 th lane South #D St.Petersburg, FL 33712
Sect.Director, Monique S Dempsey	5493 18 th lane South #D St.Petersburg, FL 33712
Treas., Director, Willie F Dempsey	5493 18 th Lane South #D St.Petersburg, FL 33712

ARTICLE VI- BYLAWS AND AMENDMENTS TO THE ARTICLES OF INCORPORATION

SECTION 1. The bylaws of the Corporation shall be made, altered or rescinded by a majority vote of the voting membership present or voting by proxy at any regular meeting, or by a majority vote of the Board of Directors; provided that notice thereof, which include the text of the bylaws change, has been furnish in writing to each voting member of the Corporation at least ten days prior to the meeting at which such alteration to the bylaws is to be voted upon, whether it be a membership meeting or a Board of Directors' meeting.

The articles of incorporation of this Corporation shall be amended or addition provisions added or adopted by two-thirds vote of the members of the Board of Directors

present or voting by proxy at any meeting thereof; provided that notices thereof, which shall included the text of the change or Articles of Incorporation has been furnish in writing to each voting member of the under the laws of the State of Florida, hereby designate the Corporation's Registered office to be located at 5493 18th Lane South # D St.Petersburg Florida, and hereby designate and appoint Willie F Dempsey as the registered Agent of the Corporation, to accept services of process within this State, to serve in such capacity until a successor is selected and duly designated.

ARTICLE X- IDEMNIFICATION

The Corporation shall indemnify any officer, director or employee of the Corporation, or any former officer, director, director, or employee of the Corporation, to the full extent permitted by and as set forth in the Florida General Corporation Act.

ARTICLE XI

THE CHAIRMAN OF THE BOARD

The Chairman shall preside at all meeting of the members and the Board of Directors and shall perform such other duties as are usual and customary to such office. The chairman of the Board shall, at least thirty (30) days before each annual meeting, appoint a committee to nominate officers and directors for the next ensuing year.

ARTICLE XII

THE VICE CHAIRMAN

The Vice-Chairman of the Board shall, in the absence of the Chairman, preside at the meetings and perform the duties of such office.

ARTICLE XIII

THE PRESIDENT

The president shall be appointed annually and serve at the pleasure of the Board of Directors. The President shall be responsible for all operations of the Corporation and its Chief Executive Officer.

ARTICLE XIV

SECRETARY

The secretary shall perform such duties as are customary to such office and perform such other duties as may be prescribe by the Chairman, the President of the Board of Directors.

ARTICLE XV

THE TREASURER

The Treasure of the President and Chief executive officer of the Corporation shall cause all funds coming into the Corporation to be deposited in the name and to the credit of the Corporation in such depository or depositories as may be designated by the Boards of Directors, and shall keep records of accounts of all receipts and disbursements, taking proper vouchers for such disbursements, and shall render to the members of the Board an account of all such receipts and disbursements and the financial of the Corporation at the request of said Board.

ARTICLE XVI

THE SEAL OF THE CORPORATION

The Seal shall be kept at the executive offices of the Corporation in the custody of the President and Chief Executive Office. The secretary and/or the President and Chief Executive Office shall attest and affix the seal to all contracts and legal documents made by the Corporation.

ARTICLE XVIII

FISCAL YEAR

The fiscal year of the Corporation shall be from January 1 December 31 of each year.

ARTICLE XVIII

The aggregate number of shares which this corporation shall be authorized to issue is one thousand (1,000) shares of common stock with a par value of One dollar (\$1.00) per share.

ARTICLE XVIII

AMENDMENT TO BYLAWS

These bylaws may be altered, amended or rescinded by a vote of two-thirds of the members of the Board of directors present at any regular meeting of the Board or at any special meeting of the Board of Directors called for that purpose, provided a quorum is present at such meeting as herein designated.

IN WITNESS WHEREOF, the undersigned have subscribed their names under seal this 15 day of 9, 2000 A.D.

Signature:

Willie F Dempsey
Willie F Dempsey

Signature:

Monique S. Dempsey
Monique S Dempsey

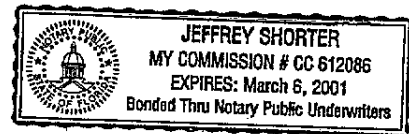
BEFORE ME, The undersigned authority, personally appeared Willie F Dempsey and Monique S Dempsey, to me well known and known to me to be the persons described herein and who subscribed their names to the foregoing Articles of Incorporation, and who acknowledged before me that they executed such Articles of Incorporation for the purpose therein expressed.

WITNESS my hand and official seal in the aforesaid County and state, this

15 Day of 9 -2000



NOTARY PUBLIC
STATE OF Florida Large



FLORIDA DEPARTMENT OF STATE

Secretary of State

STATEMENT OF CONSENT OF REGISTERED AGENT

To the Secretary of State of the State of Florida:

1. The name of the corporation is :
Dempsey's Janitorial Cleaning, INC.
2. The name and address of the initial register agent and office are as follows

Willie F Dempsey
5493 18th Lane South # D
St.Petersburg, FL 3712
3. Having been named as registered agent for this corporation at the registered office designated above, the undersigned hereby accepts the designation.


Willie F Dempsey, Registered Agent

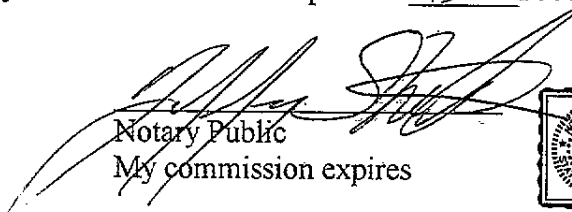
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TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF PINELAS

Before me, the undersigned authority, personal appeared Willie F Dempsey , who has produced a Florida driver's license as identification and who did take an oath and who executed the foregoing Statement of Consent of Registered Agent, and he executed the same for the purpose therein expressed.

WITNESS my hand and seal this "September 15" 2000


Notary Public
My commission expires

