

PO1000009676

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
01 JAN 25 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: O'Reilly + Associates, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Brian O'Reilly, O'Reilly + Associates, Inc.
Name (Printed or typed)

418 Royal Tern Rd
Address

Ponte Vedra Beach FL 32082
City, State & Zip

904-285-1357
Daytime Telephone number

700003538497--6
-01/16/01--01102--021
*****87.50 *****87.50

NOTE: Please provide the original and one copy of the articles.

T. Burch

JAN 25 2001



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 18, 2001

BRIAN O'REILLY
418 ROYAL TERN RD
PONTE VEDRA BEACH, FL 32082

SUBJECT: O'REILLY & ASSOCIATES, INC.
Ref. Number: W01000001419

We have received your document for O'REILLY & ASSOCIATES, INC. and your check(s) totaling \$87.50. 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) 487-6928.

Tim Burch
Document Specialist

Letter Number: 201A00002985

FILED

01 JAN 25 PM 3:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
of

THE O'REILLY GROUP, INC

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of ~~Delaware~~, hereby adopt(s) the following Articles of Incorporation:
Florida

**ARTICLE I
CORPORATE NAME**

The name of this corporation is

THE O'REILLY GROUP, INC

**ARTICLE II
INITIAL PRINCIPAL OFFICE**

The mailing address of the corporation's initial principal office is:

418 Royal Tern Rd.
Ponte Vedra Beach, FL 32082

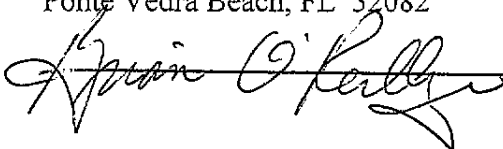
**ARTICLE III
SHARES**

The total number of shares which the corporation shall have authority to issue is 1,000 shares with a par value of \$1.00 per share.

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

Brian O'Reilly
418 Royal Tern Road
St. Johns County
Ponte Vedra Beach, FL 32082



Initials: _____

ARTICLE V PURPOSE

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

ARTICLE VI DIRECTORS

The names and residence addresses of the persons constituting the initial board of directors are:

Brian O'Reilly
418 Royal Tern Road
Ponte Vedra Beach, FL 32082

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

ARTICLE VII LIABILITY OF DIRECTORS

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

ARTICLE VIII OTHER PROVISIONS

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation

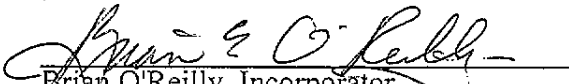
individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

Certification

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.

I hereby Accept the designation
As Registered Agent


Brian O'Reilly, Incorporator
418 Royal Tern Road
Ponte Vedra Beach, FL 32082