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Requester's Name

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City/State

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

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1. _____
(Corporation Name) (Document #)
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NEW FILINGS

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

AMENDMENTS

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

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

REGISTRATION/QUALIFICATION

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

Examiner's Initials

3-12-01
WCC

**ARTICLE I
CORPORATE NAME**

The name of the corporation shall be Lexus Drywall, Inc.

**ARTICLE II
OFFICES**

The principal offices of the corporation shall be established and maintained at 1857 Biltmore, Port St. Lucie, Florida 34984. The corporation may also have offices at such places within or without the State of Florida as the Board of Directors may from time to time establish.

**ARTICLE III
PURPOSE**

The purpose for which the corporation is organized is a "small business corporation".

**ARTICLE IV
STOCKHOLDERS**

1. PLACE OF MEETINGS

Meetings of stockholders shall be held at the principal office of the corporation or at such place within or without the State of Florida as the Board of Directors shall authorize.

2. ANNUAL MEETING

The annual meeting of stockholders shall be held on the 8th day of March in each year, at 10:00 o'clock A.M.; however, if such day falls on a Sunday or legal holiday, then on the next business day following at the same time, the stockholders shall elect a Board of Directors and transact such other business as may properly come before the meeting.

3. SPECIAL MEETINGS

Special meetings of the stockholders may be called by the Board of Directors or by the President or at the written request of stockholders owning a majority of the stock entitled to vote at such meeting. A meeting requested by stockholders shall be called for a date not less than ten nor more than sixty days after the request is made. The Secretary shall issue the call for the meeting unless the President, the Board of Directors or the stockholders shall designate another to make said call.

4. NOTICE OF MEETINGS

Written notice of each meeting of stockholders shall state the purpose of the meeting and the time and place of the meeting. Notice shall be mailed to each stockholder having the right and entitled

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to vote at such meeting at his last address as it appears on the records of the corporation, not less than ten nor more than sixty days before the date for such meeting. Such notice shall be sufficient for the meeting and any adjournment thereof. If any stockholder shall transfer his stock after notice, it shall not be necessary to notify the transferee. Any stockholder may waive notice of any meeting either before, during or after the meeting.

5. RECORD DATE

The Board of Directors may fix a record date not more than sixty days prior to the date set for a meeting of stockholders as the date as of which the stockholders of record who have the right to and are entitled to notice of and to vote at such meeting and any adjournment thereof shall be determined. Notice that such date has been fixed shall be deemed to be delivered when deposited in the United States mail, with postage thereon prepaid, and addressed to the shareholder at his address as it appears on the stock transfer books of the corporation.

6. VOTING

Every shareholder shall be entitled at each meeting and upon each proposal presented at each meeting to one vote for each share of voting stock recorded in his name on the books of the corporation on the record date as fixed by the Board of Directors and if no record date was fixed, on the date of the meeting. The books of records of stockholders shall be produced at the meeting upon the request of any stockholder. Upon the demand of any stockholder, the vote for the Directors and the vote upon any question before the meeting shall be by ballot. All elections for Directors shall be decided by plurality vote; all other questions shall be decided by majority vote.

7. QUORUM

The presence, in person or by proxy, of stockholders holding a majority of the stock of the corporation entitled to vote shall constitute a quorum at all meetings of the stockholders. In case a quorum shall not be present at any meeting, a majority in interest of the stockholders entitled to vote thereat, present in person or by proxy, shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until the requisite amount of stock entitled to vote shall be represented, any business may be transacted which might have been transacted at the meeting as originally noticed; but only those stockholders entitled to vote at the meeting as originally noticed shall be entitled to vote at any adjournment or adjournments thereof.

8. STOCKHOLDER LIST

After fixing a record date for a meeting, the corporation shall prepare an alphabetical list of the names of all its shareholders who are entitled to notice of shareholder meeting. Such list shall be arranged by voting group with the names and addresses of, the number and class of shares, and series if any, of the shares held by each stockholder. This list shall be available for inspection by any shareholder for a period of ten days prior to the meeting.

ARTICLE V

DIRECTORS

1. BOARD OF DIRECTORS

The business of the corporation shall be managed and its corporate powers exercised by a board of 2 Directors, each of whom shall be of full age. It shall not be necessary for Directors to be stockholders.

2. ELECTION AND TERM OF DIRECTORS

Directors shall be elected at the annual meeting of stockholders and each Director elected shall hold office until his successor has been elected and qualified, or until his prior resignation or removal.

3. VACANCIES

If the office of any Director, member of a committee or other officer becomes vacant, the remaining Directors in office, by a majority vote, may appoint any qualified person to fill such vacancy, who shall hold office for the unexpired term and until his successor shall be duly chosen.

4. REMOVAL OF DIRECTORS

Any or all of the Directors may be removed without cause by vote of a majority of all the stock outstanding and entitled to vote at a special meeting of stockholders called for that purpose.

5. NEWLY CREATED DIRECTORSHIPS

The number of Directors may be increased by amendment of these By-Laws by the affirmative vote of a majority of affirmative vote of a majority in interest of the stockholders, at the annual meeting or at a special meeting called for that purpose, and by like vote the additional Directors may be chosen at such meeting to hold office until the next annual election and their successors are elected and qualify.

6. RESIGNATION

A Director may resign at any time by giving written notice to the Board of Directors, the President or the Secretary of the corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board of Directors or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

7. QUORUM OF DIRECTORS

A majority of the Directors shall constitute a quorum for the transaction of business. If at any meeting of the Board of Directors there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time until a quorum is obtained, and no further notice thereof need be given other than by announcement at the meeting which shall be so adjourned.

8. PLACE AND TIME OF BOARD MEETINGS.

The Board of Directors may hold its meetings at the office of the corporation or at such other places, either within or without the State of Florida as it may from time to time determine.

9. REGULAR ANNUAL MEETINGS

A regular annual meeting of the Board of Directors shall be held immediately following the annual meeting of stockholders at the place of such annual meeting of stockholders.

10. NOTICE OF MEETINGS OF THE BOARD OF DIRECTORS

Regular meetings of the Board of Directors may be held without notice at such time and place, as it shall from time to time determine. Special meetings of the Board of Directors shall be held upon notice to the Directors and may be called by the President upon three days notice to each Director either personally or by mail or by wire; special meetings shall be called by the President or by the Secretary in a like manner or written request of one Director. Notice of a meeting need not be given to any Directors who submits a waiver of notice whether before or after the meeting or who attends the meeting without protesting prior thereto or at its commencement, the lack of notice to him.

11. EXECUTIVE AND OTHER COMMITTEES

The Board of Directors, by resolution, may designate two or more of their number to one or more committees, which, to the extent provided in said resolution or these By-Laws may exercise the powers of the Board of Directors in the management of the business of the corporation.

12. COMPENSATION

No compensation shall be paid to Directors, as such, for their services, but by resolution of the Board of Directors, a fixed sum and expenses for actual attendance at each regular or special meeting of the Board of Directors may be authorized. Nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation.

**ARTICLE VI
OFFICERS**

1. OFFICES, ELECTION AND TERM

A. The Board of Directors may elect or appoint a chairman, a President, one or more Vice-Presidents, a Secretary and a Treasurer, and such other officers as it may determine, who have such duties and powers as hereinafter provided.

B. All officers shall be elected or appointed to hold office until the meeting of the Board of Directors following the next annual meeting of stockholders and until their successors have been elected or appointed and qualified.

2. REMOVAL, RESIGNATION, SALARY, ETC.

A. The Board of Directors with or without cause may remove any officer elected or appointed by the Board of Directors.

B. In the event of the death, resignation or removal of an officer, the Board of Directors in its discretion may elect or appoint a successor to fill the unexpired term.

C. The same person may hold any two or more offices.

D. The Board of Directors shall fix the salaries of all officers.

E. The Directors may require any officer to give security for the faithful performance of his duties.

3. CHAIRMAN

The Chairman of the Board of Directors, if one be elected, shall preside at all meetings of the Board of Directors and he shall have and perform such other duties as from time to time may be assigned to him by the Board of Directors or the executive committee.

4. PRESIDENT

The President shall be the chief executive officer of the corporation and shall have the general powers and duties of supervision and management usually vested in the office of the President of the corporation. He shall preside at all the meetings of the stockholders if present thereat, and in the absence or non-election of the chairman of the Board of Directors, at all meetings of the Board of Directors, and shall have general supervision, direction and control of the business of the corporation. Except as the Board of Directors shall authorized the execution thereof in some other manner, he shall execute bonds, mortgages and other contracts in behalf of the corporation, and shall cause the seal to be affixed to any instrument requiring it and when so affixed, the seal shall be attested by the signature of the Secretary or the Treasurer or an Assistant Secretary or an Assistant Treasurer.

5. VICE -PRESIDENT

During the absence or disability of the President, the Vice-President, or if there are more than one, the Executive Vice-President, shall have all the powers and functions of the President. Each Vice-President shall perform such other duties, as the Board of Directors shall prescribe.

6. SECRETARY

The Secretary shall attend meetings of the Board of Directors and of the stockholders, record all votes and minutes of all proceedings in a book to be kept for that purpose, give or cause to be given notice of all meetings of stockholders and of special meetings of the Board of Directors, keep in safe custody the seal of the corporation and affix to any instrument when authorized by the Board

of Directors, when required prepare or cause to be prepared and available at each meeting of stockholders a certified list in alphabetical order of the names of stockholders entitled to vote thereat, indicating the number of shares of each respective class held by each, keep all the documents and records of the corporation as required by law or otherwise in a proper and safe manner, and perform such other duties as may be prescribed by the Board of Directors, or assigned to him by the President.

7. TREASURER

The Treasurer shall have custody of the corporate funds and securities, keep full and accurate accounts of receipts and disbursements in the corporate books, deposit all money and other valuables in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors, disburse funds of the corporation as may be ordered or authorized by the Board of Directors and preserve proper vouchers for such disbursements, render to the President and Board of Directors at regular meetings of the Board of Directors, and of the financial condition of the corporation, render a full financial report at the annual meetings of the stockholders if so requested. The Treasurer may request and shall be furnished by all corporate officers and agents all financial transactions of the corporation, and perform such other duties as are given him by these By-Laws or as from time to time are assigned to him by the Board of Directors or the President.

8. SURETIES AND BONDS

In case the Board of Directors shall so require, any officer or agent of the corporation shall execute to the corporation a bond in such sum and with such surety or sureties as the Board of Directors may direct, conditioned upon the faithful performance of his duties to the corporation and including responsibility for negligence and for the accounting for all property, funds or securities of the corporation which may come into his hands.

**ARTICLE VIII
CERTIFICATES FOR SHARES**

1. CERTIFICATES

The shares of the corporation shall be represented by certificates. They shall be numbered and entered on the books of the corporation as they are issued. They shall exhibit the holder's name and the number of shares and shall be signed by the President or a Vice-President and the Treasurer or the Secretary and shall bear the corporate seal. When such certificates are signed by a transfer agent or an assistant transfer agent or by a transfer clerk acting on behalf of the corporation and a registrar, the signatures of such officers may be facsimiles.

2. LOST OR DESTROYED CERTIFICATES.

The Board of Directors may direct a new certificate or certificates to be issued in place of any certificate or certificates theretofore issued by the corporation, alleged to have been lost or destroyed, upon making of an affidavit of that fact by the person claiming the certificate to be lost or destroyed. When authorizing such issue of a new certificate or certificates, the Board of Directors may, in its discretion and as a

condition precedent to issuance thereof, require the owner of such lost or destroyed certificate or certificates, or his legal representative, to advertise the same in such manner as it shall require and/or give the corporation a bond in such sum and with such surety or sureties as it may direct as indemnity against any claim that may be made against the corporation with respect to the certificate alleged to have been lost or destroyed.

3. TRANSFER OF SHARES

Upon surrender to the corporation or the transfer agent of the corporation of a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, it shall be the duty of the corporation to issue a new certificate to the person entitled thereto, and cancel the old certificate; every such transfer shall be entered on the transfer book of the corporation which shall be kept at its principal office. Whenever a transfer shall be made for collateral security, and not absolutely, it shall be so expressed in the entry of the transfer. No transfer shall be made within ten days next preceding the annual meeting of stockholders.

4. CLOSING TRANSFER BOOKS

The Board of Directors shall have the power to close the share transfer books of the corporation for a period of not more than ten days during the thirty day period immediately preceding (a) any stockholders' meeting, or (b) any date upon which stockholders shall be called upon to have a right to take action without a meeting, or (c) any date for the payment of a dividend or any other form of distribution, and only those stockholders of record at the time the transfer books are closed, shall be recognized as such for the purpose of (a) receiving notice of or voting at such meeting, or (b) allowing them to take appropriate action, or (c) entitling them to receive any dividend or other form of distribution.

ARTICLE IX DIVIDENDS

The Board of Directors may out of funds legally available, at any regular or special meeting, declare dividends upon the capital stock of the corporation as and when it deems expedient. Before declaring any dividend there may be set apart out of any funds of the corporation available for dividends, such sum or sums as the Board of Directors from time to time in their discretion deem proper for working capital or as a reserve fund to meet contingencies or for equalizing dividends or for such other purposes as the Board of Directors shall deem conducive to the interest of the corporation.

ARTICLE X CORPORATE SEAL

The seal of the corporation shall be circular in form and bear the name of the corporation, the year of its origination and the words "Corporate Seal, Florida." The seal may be used by causing it to be impressed directly on the instrument or writing to be sealed, or upon adhesive substance affixed hereto. The seal on the certificates for shares or on any corporate obligation for the payment of money may be facsimiles, engraved or printed.

ARTICLE XI

EXECUTION OF INSTRUMENTS

All corporate instruments and documents shall be signed or counter-signed, executed, verified or acknowledged by such office or officers or other person or persons as the Board of Directors may from time to time designate.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation, and in such manner as shall be determined from time to time by resolution of the Board of Directors.

ARTICLE XII FISCAL YEAR

The fiscal year shall begin on the 1st day of January of each year.

ARTICLE XIII NOTICE AND WAIVER OF NOTICE

Whenever any notice is required by these By-Laws to be given, personal notice is not meant unless expressly so stated, and any notice so required shall be deemed to be sufficient if given by depositing the same in a post office box in a seal post-paid wrapper, addressed to the person entitled thereto at his last known post office address, and such notice shall be deemed to have been given on the day of such mailing. Stockholders not entitled to vote shall not be entitled to receive notice of any meetings except as otherwise provided by statute.

Whenever any notice whatever is required to be given under the provisions of any law, or under the provisions of the certificate of incorporation of the corporation or by these By-Laws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

ARTICLE XIV CONSTRUCTION

Whenever a conflict arises between the language of these By-Laws and the certificate of incorporation, the certificate of incorporation shall govern.

ARTICLE XV CLOSE CORPORATION

1. CONDUCT OF BUSINESS WITHOUT MEETINGS

Any action of stockholders, Directors or committee may be taken without a meeting if consent in writing, setting for the action so taken, shall be signed by all persons who would be entitled to vote on such action at a meeting and filed with the Secretary of the corporation as part of the proceedings of the stockholders, Directors or committees as the case may be.

ARTICLE XVI AMENDMENTS

These By-Laws may be altered or repealed and By-Laws may be made at any annual meeting of the stockholders or at any special meeting thereof if notice of the proposed alteration or repeal to be made is contained in the notice of such special meeting, by affirmative vote or a majority of the stock issued and outstanding and entitled to vote thereat, or by the affirmative vote of a majority of the Board of Directors at any regular meeting of the Board of Directors or at any special meeting of the Board of Directors if notice of the proposed alteration or repeal to be made, be contained in the notice of such special meeting.

ARTICLE XVII SHARES

The number of shares of stock of the corporation shall be 50.

ARTICLE XVIII INITIAL OFFICERS/DIRECTORS

NAME AND ADDRESS

Vicki Brians
4302 SW Lagrange Street
Port St. Lucie, FL 34953

President, Secretary

Russell Brians
4302 SW Lagrange Street
Port St. Lucie, FL 34953

Vice-President, Treasurer

ARTICLE XIX REGISTERED AGENT

The name and Florida Street address of the registered agent is:

Vicki Brians
4302 SW Lagrange Street
Port St. Lucie, FL 34953

ARTICLE XX INCORPORATOR

The name and address of the Incorporator is:

Russell Brians
4302 SW Lagrange Street

Port St. Lucie, FL 34953

.....
Having been named as registered agent to accept service of process for the above state corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in the capacity.

Vicki Brians
Signature/Registered Agent

3/5/01
Date

Russell Brians
Signature/Incorporator

3/5/01
Date

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