

Pol0000059738

James H. Haynie
1835 St. Charles Terrace
DeLand, FL 32720

May 25, 2001

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

200004325452--1
-05/29/01--01095--016
*****78.75 *****78.75

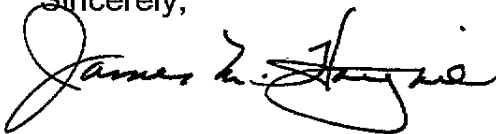
Gentlemen:

I herewith submit two (2) original copies of the Articles of Incorporation with my check in the amount \$78.75 for the processing of this request for approval of charter and certification.

Please issue the Charter and Certification and return same to me at your earliest convenience.

Thank you for your consideration in this matter.

Sincerely,



James H. Haynie

Enclosures

JHH/sl

FILED
01 JUN 15 AM 10:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

wo1-12660
gib/s



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 5, 2001

JAMES H. HAYNIE
1835 ST. CHARLES TERR.
DELAND, FL 32720

SUBJECT: G & J UTILITIES SPECIALISTS, INC.
Ref. Number: W01000012660

We have received your document for G & J UTILITIES SPECIALISTS, 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 document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

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) 487-6878.

Alan Crum
Document Specialist
New Filing Section

Letter Number: 901A00034021

**ARTICLES OF INCORPORATION OF
G & J UTILITIES SPECIALISTS, INC.**

The undersigned, for the purpose of forming a corporation under Chapter 607, Florida Statutes, the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

ARTICLE ONE

NAME

The name of the corporation is G & J Utilities Specialists, Inc.

ARTICLE TWO

CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE THREE

PURPOSE OR PURPOSES

The general purposes for which the corporation is organized are:

1. To engage in the business of coordinating utility location and adjustments between the State of Florida, Department of Transportation and the owners of utility facilities located within the right of way corridor owned by the State of Florida, Department of Transportation.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can, in the opinion of the Board of Directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.
4. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this corporation is authorized to carry on, pursuant to the provisions of these articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

FILED
01 JUN 15 AM 10:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5. To enter into and make all necessary contracts for its business with any person, firm, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, terminate, or rescind any of such contracts.
6. To exercise any and all of the corporations powers, and to carry out any and all of the purposes, enumerated herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other legal entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawful, may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of corporations for profit.
7. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this corporation, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clauses. They shall be regarded as independent purposes and powers.

ARTICLE FOUR

CAPITALIZATION—S corporation

The aggregate number of shares that the corporation is authorized to issue is one hundred. Such shares shall be of a single class, and shall have a par value of \$1.00 per share. The corporation is authorized to issue only one class of stock, and not more than ten persons shall hold all issued stock of record. Stock will be issued and transferred only to (1) natural persons, (2) estates, or (3) a trust as described in Title 26 United States Code, Section 1371, defining a "small business corporation." In addition, no stock shall be issued to or transferred to a nonresident alien.

ARTICLE FIVE

REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the corporation is: 1835 St. Charles Terrace, Deland, Volusia County, Florida 32720, and the name of its registered agent at such address is James M. Haynie.

ARTICLE SIX

DIRECTORS

The number of directors constituting the initial board of directors of the corporation is three. The name and address of each person who is to serve as a member of the initial board of directors is:

James M. Haymie
1835 St. Charles Terrace
Deland, Florida 32720

Gayla J. Haynie
1835 St. Charles Terrace
Deland, Florida 32720

M. Jill Stone
1835 St. Charles Terrace
Deland, Florida 32720

ARTICLE SEVEN

INCORPORATORS

The name and address of each original incorporator is:

James M. Haynie
1835 St. Charles Terrace
Deland, Florida 32720

Gayla J. Haynie
1835 St. Charles Terrace
Deland, Florida 32720

M. Jill Stone
1835 St. Charles Terrace
Deland, Florida 32720

ARTICLE EIGHT

CUMULATIVE VOTING RIGHTS

The principle of cumulative voting shall apply in all elections of directors of the corporation. Each shareholder entitled to vote shall have votes equal to the number of shares with voting rights held by him/her multiplied by the number of directors to be elected.

Each shareholder may cast all of his or her votes for a single candidate, or may divide and distribute his or her votes among any two or more candidates, as he or she may see fit. Each shareholder may, if he or she desires, cast fewer than all the votes to which he or she is entitled at an election of directors, but no ballot shall be valid if the total votes shown on it are in excess of the total number of votes to which the shareholder casting such ballot is entitled.

At any such election, the candidate receiving the highest number of votes, up to the number of directors to be chosen, shall be elected, and an absolute majority of the votes cast is not a prerequisite to the election of any candidate to the board of directors.

ARTICLE NINE

PREEMPTIVE RIGHTS

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the par value thereof, a pro rata portion of:

- (1) Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the articles of incorporation as originally filed or by any amendment thereof or out of the shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or
- (2) Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

ARTICLE TEN

PROHIBITION OF ASSESSMENT OF PAID-UP SHARES

The holders of fully paid stock of this corporation shall not be held individually responsible as such for any debts, contracts, liabilities, or engagements of the corporation, and shall not be liable for assessments to restore impairments in the capital of the corporation; nor shall fully paid stock of this corporation be liable to assessment for any purpose.

ARTICLE ELEVEN

RESTRICTION ON TRANSFER OF SHARES

No shareholder shall have the right to sell, assign, pledge, hypothecate, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at net asset value thereof. Such offer shall be in writing, signed by the shareholder; shall be sent by registered or certified mail to the corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of thirty (30) days from the date of mailing. If the corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of his or her shares as he or she may see fit.

On the death of any shareholder, the corporation shall have the right to purchase all shares owned by such shareholder immediately prior to his or her death on the terms set forth above, and this provision shall be binding on the executor, administrator, or personal representative of each shareholder.

Each share certificate issued by the corporation shall have printed or stamped on it the following legend: "These shares are held subject to certain transfer restrictions imposed by the articles of incorporation of the corporation. A copy of such articles is on file at the principal office of the corporation."

ARTICLE TWELVE

DISSOLUTION—VOTE OF SHAREHOLDERS

This corporation may be dissolved prior to the time fixed in these articles of incorporation by an affirmative vote of the shareholders holding sixty (60%) per cent of its voting capital stock at a meeting of shareholders called for that purpose in the manner, not inconsistent with law, set forth in the bylaws. In the event of such dissolution, the affairs of the corporation shall be wound up in the manner provided in the Florida General Corporation Act.

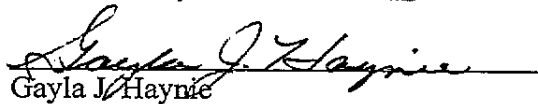
ARTICLE THIRTEEN

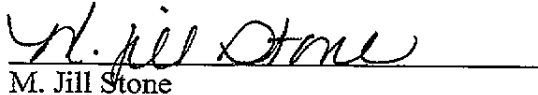
AMENDMENT TO ARTICLES OF INCORPORATION

The corporation reserves the right to amend, add to, or repeal any provision contained in these articles of incorporation, in the manner consistent with law and in conformity with the provisions set forth in the bylaws.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, we, the undersigned constituting the incorporators of this corporation, have executed these Articles of Incorporation of G & J Utilities Specialists, Inc., on this 23rd day of may, 2001.


James M. Haynie

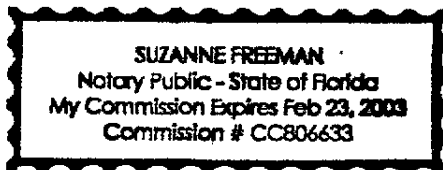

Gayla J. Haynie


M. Jill Stone

STATE OF FLORIDA
COUNTY OF VOLUSIA

I hereby certify that on this day before me, an officer duly authorized in the above-mentioned state and county to take acknowledgements, personally appeared James M. Haynie, Gayla J. Haynie, and M. Jill Stone, who are each personally known to me, or who each produced a current Florida driver's license as identification, and which persons are the persons described in and who executed the foregoing instrument and they each acknowledged before me that they executed the same for the purposes therein expressed.

Witness my hand and official seal in the above-mentioned county and state on this 23rd day of may, 2001.



Suzanne Freeman
Notary Public, State of Florida

Suzanne Freeman
Name of Notary printed or typed

My commission expires: 2/23/03

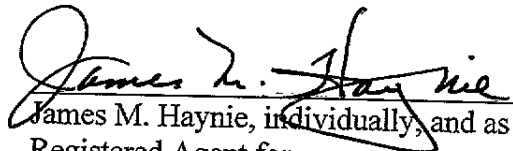
**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT FOR
G & J UTILITIES SPECIALISTS, INC.**

I, James M. Haynie, am a resident of the State of Florida. My business office is identical with my registered office, and both are located at 1835 St. Charles Terrace, Deland, Volusia County, Florida 32720.

I am familiar with the duties and responsibilities of a Registered Agent, including, without limitation, those duties set out in Sections 607.0501, 607.0502, 607.0504, and 607.0505, Florida Statutes.

I hereby accept the appointment of Registered Agent for G & J Utilities Specialists, Inc., and agree to discharge the duties and responsibilities of such office. In particular, I agree to each of the following:

1. If my street address or my Registered Office changes I agree to file a Statement of Change with the Department of State, Corporate Division, with a copy to G & J Utility Specialists, Inc., on or before the effective date of such change of street address.
2. If I resign my office as Registered Agent for G & J Utility Specialists, Inc., I will sign and deliver for filing with the Department of State, Corporate Division a Statement of Resignation, and mail a copy to G & J Utility Specialists, Inc., at its principal office shown on its most recent annual report, or if none, then as filed in the Articles of Incorporation.
3. I will maintain my Registered Office for acceptance of service of process against G & J Utility Specialists, Inc. in accordance with Chapters 48 and 49, Florida Statutes.
4. Any notice or demand upon G & J Utility Specialists, Inc. may be made to me in my capacity as Registered Agent at the Registered Office indicated above.


James M. Haynie, individually, and as
Registered Agent for
G & J Utilities Specialists, Inc.

FILED
01 JUN 15 AM 10:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA