

TRANSMITTAL LETTER

P01000062612

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

**SUBJECT:** ARCHWAY CONSTRUCTION CORPORATION

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

200004434792--8

-06/21/01--01026--005

\*\*\*\*\*70.00 \*\*\*\*\*70.00

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:** RICHARD PERMAN

Name (Printed or typed)

140 RONNIE DRIVE

Address

ALTAMONTE SPRINGS, FLORIDA 32714

City, State & Zip

407-786-4734

Daytime Telephone number

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

01 JUN 21 AM 8:57

FILED

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

F. CHAPMAN

JUN 2 5 2001

# **ARTICLES OF INCORPORATION OF ARCHWAY CONSTRUCTION CORPORATION**

THE UNDERSIGNED SUBSCRIBER TO THESE ARTICLES OF INCORPORATION IS A NATURAL PERSON COMPETENT TO CONTRACT AND HEREBY FORM A CORPORATION FOR PROFIT UNDER CHAPTER 607 OF THE FLORIDA STATUTES.

## **ARTICLE 1-NAME**

THE NAME OF THE CORPORATION IS **ARCHWAY CONSTRUCTION CORPORATION.**

## **ARTICLE 2-PURPOSE OF CORPORTION**

THE CORPORATION SHALL ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND OF THE STATE OF FLORIDA.

## **ARTICLE 3-PRINCIPAL OFFICE**

THE ADDRESS OF THE PRINIPAL OFFICE OF THIS CORPORATION IS 140 RONNIE DRIVE ALTAMONTE SPRINGS, FL. 32714 AND THE MAILING ADDRESS IS THE SAME.

## **ARTICLE 4-INCORPORATOR**

THE NAME AND STREET ADDRESS OF THE INCORPORATOR OF THIS CORPORATION IS:

RICHARD A. PERMAN  
140 RONNIE DRIVE  
ALTAMONTE SPRINGS,  
FLORIDA 32714

## **ARTICLE 5-OFFICERS**

THE OFFICERS OF THE CORPORATION SHALL BE:

PRESIDENT: RICHARD A. PERMAN  
VICE PRESIDENT: MICHAEL CARPENTER  
SECRETARY: MELISSA M. PERMAN  
TREASURER: CHRISTY M. FROST

WHOSE ADDRESSES SHALL BE THE SAME AS THE PRINCIPAL OFFICE OF THE CORPORATION.

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TALLAHASSEE, FLORIDA

## **ARTICLE 6- DIRECTORS**

THE DIRECTORS OF THE CORPORATION SHALL BE:

RICHARD A PERMAN  
MELISSA M. PERMAN  
CHRISTY M. FROST  
MIKE RILEY

WHOSE ADDRESSES SHALL BE THE SAME AS THE PRINCIPAL OFFICE OF THE CORPORATION.

## **ARTICLE 7- CORPORATE CAPITLIZATION**

7.1 THE MAXIMUM NUMBER OF SHARES THAT THIS CORPORATION IS AUTHORIZED TO HAVE AT ANY TIME IS **SEVEN THOUSAND FIVE HUNDERD (\$7,500) SHARES OF COMMON STOCKS**, EACH SHARE HAVING THE PAR VALUE OF **ONE DOLLAR (\$1.00)**

7.2 ALL HOLDERS OF SHARES OF COMMON STOCK SHALL BE IDENTICAL WITH EACH OTHER IN EVERY RESPECT AND THE HOLDERS OF COMMON SHARES ENTITLED TO ONE VOTE FOR EACH SHARE ON ALL MATTERS ON WHICH SHARE HOLDERS HAVE THE RIGHT TO VOTE.

7.3 ALL HOLDERS OF SHARES OF COMMON STOCK, UPON THE DISSOLUTION OF THE CORPORATION, SHALL BE ENTITLED TO RECEIVE THE NET ASSETS OF THE CORPORATION.

7.4 NO HOLDER OF SHARES OF STOCKS OF ANY CLASS SHALL HAVE ANY PREEMPTIVE RIGHT TO SUBSCRIBE TO OR PURCHASE ANY ADDITIONAL SHARES OF ANY CLASS, OR ANY BONDS OR CONVERTIBLE SECURITIES OF ANY NATURE; PROVIDED, HOWEVER, THAT THE BOARD OF DIRECTORS MAY, AUTHORIZING THE ISSUANCE OF SHARES OF STOCKS OF ANY CLASS, CONFER ANY PREEMPTIVE RIGHT THAT THE BOARD OF DIRECTORS MAY DEEMED ADVISABLE IN CONNECTION WITH SUCH ISSUANCE.

7.5 THE BOARD OF DIRECTORS OF THE CORPORATION MAY AUTHORIZE THE ISSUANCE FROM TIME TO TIME OF SHARES OF ITS COMMON STOCKS OF ANY CLASS, WHETHER NOW OR HERE AFTER AUTHORIZED, OR SECURITIES CONVERTIBLE INTO COMMON SHARES OF ITS STOCKS OF ANY CLASS, WHETHER NOW OR HEREAFTER AUTHORIZED, FOR SUCH CONCIDERATION AS THE BOARD OF DIRECTORS MAY DEEMED ADVISABLE, SUBJECT TO SUCH RESTRICTIONS OR LIMITATION, IF ANY AS MAY BE SET FORTH IN THE BYLAWS OF THE CORPORATION.

7.6 THE BOARD OF DIRECTORS IF THE CORPORATION MAY, BY RESTATED ARTICLES OF INCORPORATION, CLASSIFY OR RECLASSIFY ANY UNISSUED STOCK FROM TIME TO TIME BY SETTING OR CHANGING THE PREFERENCES, CONVERSION OR OTHER RIGHTS, VOTING POWERS, RESTRICTIONS, LIMITATIONS AS TO DIVIDENDS, QUALIFICATIONS, OR TERM OR CONDITIONS OF REDEMPTION OF THE STOCK.

### **ARTICLE 8-SHAREHOLDERS' RESTRICTIVE AGREEMENT**

ALL OF THE SHARES OF STOCKS OF THIS CORPORATION MAY BE SUBJECT TO A SHAREHOLDERS' RESTRICTIVE AGREEMENT CONTAINING NUMEROUS RESTRICTIONS ON THE RIGHTS OF SHAREHOLDERS OF THE CORPORATION AND TRANSFERABILITY OF THE SHARES OF STOCK OF THE CORPORATION. A COPY OF THE SHAREHOLDERS' RESTRICTIVE AGREEMENT, IF ANY, IS ON FILE AT THE PRINCIPAL OFFICE OF THE CORPORATION.

### **ARTICLE 9-POWERS OF CORPORATION**

THE CORPORATION SHALL HAVE THE SAME POWERS AS AN INDIVIDUAL TO DO ALL THINGS NECESSARY OR CONVENIENT TO CARRY OUT ITS BUSINESS AND AFFAIRS, SUBJECT TO ANY LIMITATIONS OR RESTRICTIONS IMPOSED BY APPLICABLE LAW OR THESE ARTICLES OF INCORPORATION.

### **ARTICLE 10-TERM OF EXISTENCE**

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE.

### **ARTICLE 11-REGISTERED OWNER**

THE CORPORATION, TO THE EXTENT PERMITTING BY LAW, SHALL BE ENTITLED TO TREAT THE PERSON IN WHOSE NAME ANY SHARE OR RIGHT IS REGISTERED ON THE BOOKS OF THE CORPORATION AS THE OWNER THEREOF, FOR ALL PURPOSE, AND EXCEPT AS MAY BE AGREED IN WRITING BY THE CORPORATION, THE CORPORATION SHALL NOT BE BOUND TO RECOGNIZE AND EQUITABLE OR OTHER CLAIM TO, OR INTEREST IN, SUCH SHARE OR RIGHT ON THE PART OF ANY OTHER PERSON, WHETHER OR NOT THE CORPORATION SHALL HAVE NOTICE THEREOF.

### **ARTICLE 12-REGISTERED OFFICE AND REGISTERED AGENT**

THE INITIAL ADDRESS OF REGISTERED OFFICE OF THIS CORPORATION IS MIKE RILEY 5728 MAJOR BLVD. SUITE 200 ORLANDO, FL. 32819. THE NAME AND ADDRESS OF THE REGISTERED AGENT OF THIS CORPORATION IS MIKE RILEY 5728 MAJOR BLVD. SUITE 200 ORLANDO, FL. 32819.

### **ARTICLE 13-BYLAWS**

THE BOARD OF DIRECTORS OF THE CORPORATION SHALL HAVE POWER, WITHOUT THE ASSENT OR VOTE OF THE SHAREHOLDERS, TO MAKE, ALTER, AMEND OR REPEAL THE BYLAWS OF THE CORPORATION, BUT THE AFFIRMATIVE VOTE OF A NUMBER OF DIRECTORS EQUAL TO A MAJORITY OF THE NUMBER WHO WOULD CONSTITUTE A FULL BOARD OF DIRECTORS AT THE TIME OF SUCH ACTION SHALL BE NECESSARY TO TAKE ANY ACTION FOR THE MAKING, ALTERATION, AMENDMENT OR REPEAL OF THE BYLAWS.

### **ARTICLE 14-EFFECTIVE DATE**

THESE ARTICLES OF INCORPORATION SHALL BE EFFECTIVE IMMEDIATELY UPON APPROVAL OF THE SECRETARY OF STATE, STATE OF FLORIDA.

### **ARTICLE 15- AMENDMENT**

THE CORPORATION RESERVES THE RIGHT TO AMEND, ALTER, CHANGE OR REPEAL ANY PROVISION CONTAINED IN THESE ARTICLES OF INCORPORATION, OR IN ANY AMENDMENT HERETO, OR TO ADD ANY PROVISION TO THESE ARTICLES OF INCORPORATION OR TO ANY AMENDMENT HERETO, IN ANY MANNER NOW OR HEREAFTER PRESCRIBED OR PERMITTED BY THE PROVISIONS OF ANY APPLICABLE STATUTE OF THE STATE OF FLORIDA, AND ALL RIGHTS CONFERRED UPON SHAREHOLDERS IN THESE ARTICLES OF INCORPORATION OR ANY AMENDMENT HERETO ARE GRANTED SUBJECT TO THIS RESERVATION.

### **ARTICLE 16-INDEMNIFICATION**

THE CORPORATION SHALL INDEMNIFY A DIRECTOR OR OFFICER OF THE CORPORATION WHO WAS WHOLLY SUCCESSFUL, ON THE MERITS OR OTHERWISE, IN THE DEFENSE OF ANY PROCEEDING TO WHICH THE DIRECTOR OR OFFICER WAS A PARTY BECAUSE THE DIRECTOR OR OFFICER IS OR WAS A DIRECTOR OR OFFICER OF THE CORPORATION AGAINST REASONABLE ATTORNEY FEES AND EXPENSES INCURRED BY THE DIRECTOR OR OFFICER IN CONNECTION WITH THE PROCEEDING. THE CORPORATION MAY INDEMNIFY AN INDIVIDUAL MADE A PARTY TO A PROCEEDING BECAUSE THE INDIVIDUAL IS OR WAS A DIRECTOR, OFFICER, EMPLOYEE OR AGENT OF THE CORPORATION AGAINST LIABILITY IF AUTHORIZED IN THE SPECIFIC CASE AFTER DETERMINATION, IN THE MANNER REQUIRED BY THE BOARD OF DIRECTORS, THAT INDEMNIFICATION OF THE DIRECTOR, OFFICER, EMPLOYEE OR AGENT, AS THE CASE MAY BE, IS PERMISSIBLE IN THE CIRCUMSTANCES BECAUSE THE DIRECTOR, OFFICER, EMPLOYEE OR AGENT HAS MET THE STANDARD OF CONDUCT SET FORTH BY THE BOARD OF DIRECTORS. THE INDEMNIFICATION AND ADVANCEMENT OF ATTORNEY FEES AND EXPENSES FOR DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS OF THE CORPORATION SHALL APPLY WHEN SUCH PERSONS ARE SERVING AT THE CORPORATION'S REQUEST

WHILE A DIRECTOR, OFFICER, EMPLOYEE OR AGENT OF THE CORPORATION, AS THE CASE MAY BE, AS A DIRECTOR, OFFICER, PARTNER, TRUSTEE, EMPLOYEE OR AGENT OF ANOTHER FOREIGN OR DOMESTIC CORPORATION, PARTNERSHIP, JOINT VENTURE, TRUST, EMPLOYEE BENEFIT PLAN OR OTHER ENTERPRISE, WHETHER OR NOT FOR PROFIT, AS WELL AS IN THEIR OFFICIAL CAPACITY WITH THE CORPORATION. THE CORPORATION ALSO MAY PAY FOR OR REIMBURSE THE REASONABLE ATTORNEY FEES AND EXPENCES INCURRED BY A DIRECTOR, OFFICER, EMPLOYEE OR AGENT OF THE CORPORATION WHO IS A PARTY TO A PROCEEDING IN ADVANCE OR FINAL DISPOSITION OF THE PROCEEDING. THE CORPORATION ALSO MAY PURCHASE AND MAINTAIN INSURANCE ON BEHALF OF AN INDIVIDUAL ARISING FROM THE INDIVIDUAL'S STATUS AS A DIRECTOR, OFFICER, EMPLOYEE OR AGENT OF THE CORPORATION, WHETHER OR NOT THE CORPORATION WOULD HAVE POWER TO INDIVIDUAL AGAINST THE SAME LIABILITY UNDER THE LAW. ALL REFERENCE IN THESE ARTICLES OF INCORPORATION ARE DEEMED TO INCLUDE ANY AMENDMENT OR SUCCESSOR THERETO. NOTHING CONTAINED IN THESE ARTICLES OF INCORPORATION SHALL LIMIT OR PRECLUDE THE EXERCISE OF ANY RIGHT RELATING TO INDEMNIFICATION OR ADVANCE OF ATTORNEY FEES AND EXPENCES TO ANY PERSON WHO IS OR WAS A DIRECTOR, OFFICER, EMPLOYEE OR AGENT OF THE CORPORATION OR THE ABILITY OF THE CORPORATION OTHERWISE TO INDEMNIFY OR ADVANCE EXPENSES TO ANY SUCH PERSON BY CONTRACT TO IN ANY OTHER MANNER. IF ANY WORD, CLAUSE OR SENTENCE OF THE FOREGOING PROVISION REGARDING INDEMNIFICATION OR ADVANCEMENT OF THE ATTORNEY FEES OR EXPENCE SHALL BE HELD INVAILD AS CONTRARY TO LAW OR PUBLIC POLICY, IT SHALL BE SEVERABLE AND THE PROVISINS REMAING SHALL NOT BE OTHERWISE AFFECTED ALL REFERENCE IN THESE ARTICLES OF INCORPORATION TO "DIERCTOR", "OFFICER", "EMPLOYEE", AND "AGENT" SHALL INCLUDE THE HEIR, ESTATES, EXECUTORS, ADMINISTRATORS AND PERSONAL REPRESENTATIVES OF SUCH PERSONS.

**IN WITNESS WHEREOF**, I HAVE HEREUNTO SET MY HAND AND SEAL,  
ACKNOWLEDGED AND FILED THE FOREGOING ARTICLE OF INCORPORATION, UNDER  
THE LAW OF THE STATE OF FLORIDA, THIS 18<sup>th</sup> June 2001.

  
RICHARD A. PERMAN INCORPORATOR

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN  
ARTICLES OF INCORPORATION**

MIKE RILEY HAVING A BUSINESS OFFICE DIFFERENT THAN THE REGISTERED  
OFFICE OF THE CORPORATION NAME ABOVE, AND HAVING BEEN DESIGNATED AS  
THE REGISTERED AGENT IN THE ABOVE AND FOREGOING ARTICLES OF  
INCORPORATION, IS FAMILIAR WITH AND ACCEPTS THE ABLIGATIONS OF THE  
POSITION OF REGISTERED AGENT UNDER THE APPLICABLE PROVISIONS OF THE  
FLORIDA STATUTES. THE REGISTERED AGENTS ADDRESS OF RECORD IS AS  
FOLLOWS: 5728 MAJOR BLVD. SUITE 200, ORLANDO, FLORIDA, 32819

  
MIKE RILEY REGISTERED AGENT

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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