

TRANSMITTAL LETTER

P01000076930

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

APPROVED
AND
FILED
01 AUG -6 AM 11:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: McGarity 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: Jonathan Brett McGarity
Name (Printed or typed)

1216 Carraway Street
Address

Tallahassee FL 32308
City, State & Zip

205 965 1902

Daytime Telephone number

600004518786--5
-08/06/01--01033--009
*****87.50 *****87.50

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

2001 AUG -6 AM 11:37

NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

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

JB 8/6

This instrument Prepared By:
Terry D. Turner, Jr., Esq.
Gentle, Pickens, Eliason & Turner
2 North 20th Street, Suite 1200
Birmingham, Alabama 35203
Telephone: (205) 716-3000

STATE OF FLORIDA)
LEON COUNTY)

01 AUG - 6 AM 11:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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AND
FILED

ARTICLES OF INCORPORATION
OF
McGARITY, INC.

The undersigned Incorporator hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation shall be:

McGarity, Inc.

ARTICLE II

Duration

The period of existence of the corporation is perpetual.

ARTICLE III

Objects and Purpose

The objects and purposes for which the corporation is formed are:

- (A) To engage in the installation of pools, spas and billiard tables.

- (B) To acquire, by purchase, lease, or otherwise, lands and interests in lands, and to own, hold, improve, develop, and manage any real estate so acquired, and to erect, or cause to be erected, on any lands owned, held, or occupied by the Corporation, buildings or other structures, with their appurtenances, and to manage, operate, lease, rebuild, enlarge, alter, or improve any buildings or other structures, now or hereafter erected on any lands so owned, held, or occupied, and to encumber or dispose of any interests in lands, and any buildings or other structures, and any stores, shops, suites, rooms, or part of any buildings or other structures, at any time owned or held by the Corporation.
- (C) To manufacture, purchase, or otherwise acquire, and to hold, own, mortgage, pledge, sell, transfer, or in any manner dispose of, and to deal and trade in goods, wares, merchandise and personal property of every class and description, wherever situated; and to own and operate mines, plants, factories, mills, warehouses, yards, merchandise stores, commissaries, and all other installations of whatever character or description, together with the equipment, rolling stock, and other facilities used or useful in connection with or incidental thereto.
- (D) To purchase, or acquire by assignment, transfer or otherwise, and hold, mortgage or otherwise pledge, and to sell, exchange, transfer, deal in and in any manner dispose of real property of any kind, class, interest, or type, wheresoever situated and to exercise, carry out and enjoy any license, power, authority, concession, right or privilege which any corporation may have or grant.
- (E) To purchase or otherwise acquire, hold, use, sell, assign, lease, mortgage or in any manner dispose of, and to take, exchange, and grant licenses, or other rights therein, in respect of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements, processes, formulae, methods, copyright, trademarks, and trade names, know how, and trade secrets, relating to or useful in connection with any business objects or purposes of the corporation.
- (F) To subscribe for, acquire, hold, sell, assign, transfer, mortgage, pledge, or in any manner dispose of, shares of stock, bonds, or other evidences of indebtedness or securities issued or created by any other corporation of Florida or any other state or foreign countries, and, while the owner thereof, to exercise all the rights, privileges and powers of ownership, including the right to vote thereon, to the same extent as a natural person may do, subject to the limitations, if any, on such rights now or hereafter provided by the laws of Florida.
- (G) To enter into, make and perform contracts of every kind for any lawful purpose without limit as to amount with any person, firm, association, corporation, municipality, county, state, territory, government, governmental subdivision, or body politic.

- (H) To acquire the goodwill, rights, assets and properties, and to undertake the whole or any part of the liabilities, of any person, firm, association or corporation; to pay for the same in cash, the stock or other securities of the corporation, or otherwise to hold, or in any manner dispose of, the whole or any part of the property so acquired; to conduct in any lawful manner the whole or any part of the property so acquired; and to exercise all the powers necessary or convenient in or about the conduct and management of any such business.
- (I) To borrow and lend money, without security, or upon the giving or receipt of such security as the shareholders of the corporation may deem advisable by way of mortgage, pledge, transfer, assignment, or otherwise of real and personal property of every nature and description, or by way of guaranty, or otherwise.
- (J) To draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, debentures, and other negotiable or transferable instruments.
- (K) To purchase (by means of tender, direct purchase, bids in the market or otherwise), take, receive, redeem, exchange, or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of, at any time or from time to time, any of its bonds, debentures, notes, scrip, or evidences of indebtedness, or any of its common or other stock, whether or not redeemable, or other securities, and to hold, sell, transfer, or reissue the same; provided that purchases of its own shares of stock may be made only to the extent of earned surplus and to the extent of capital surplus; and provided that any shares of the common stock of the corporation acquired by the corporation shall, until the disposition, retirement or cancellation thereof, be held by the corporation as treasury shares, unless, prior or subsequent to the acquisition of any such shares, the shareholders of the corporation shall have determined that such shares shall be restored to the status of authorized but unissued shares.
- (L) To act as agent, jobber, broker or attorney in fact in buying, selling, and dealing in real and personal property of every nature and description and leases respecting securities thereon, in making and obtaining loans, whether secured by a mortgage of or security interest in such property or not, and in supervising, managing and protecting such property and loans and all interest in and claims affecting the same.
- (M) To enter into any plan or program for the assistance and welfare of its employees.
- (N) To enter into any legal arrangements for sharing of profits, reciprocal concessions, or cooperation, as general or limited partner, joint venturer, or otherwise, with any person, partnership, corporation, association, combination, organization, entity or other body whatsoever, domestic or foreign, carrying on or proposing to carry on any business which this corporation is authorized to carry on, or any business or transaction deemed necessary, convenient or incidental to carrying out any of the objects of the corporation.

- (O) To have one or more offices to carry on all of its operations and business without restriction or limit as to amount, in any of the states, districts, territories or possessions of the United States and in any and all foreign countries subject to the laws of such state, district, territory, possession, colony or country.
- (P) To endorse, or otherwise guarantee, or become a surety with respect to, or obligate itself to, or without becoming liable therefore, nevertheless, to pledge or mortgage all or any part of its properties to secure the payment of the principal of, and the interest on, or either thereof, any bonds, including the construction or performance bonds, debentures, notes, contracts or other obligations or evidences of indebtedness, or the performance of any contract, lease, construction, performance, or other bond, mortgage, or obligation of any other corporation or association, domestic or foreign, or of any firm, partnership, joint venture, natural person or other entity whatsoever, in which the corporation may have a lawful interest, or on account of, or with respect to, any transaction which the corporation shall receive any lawful consideration, advantage or benefit, on any account whatsoever. The corporation shall be deemed to have a lawful interest in any corporation, association, or person (A) which owns stock in the corporation, or (B) which owns stock in another corporation which owns stock in the corporation, or (C) in which the corporation owns stock, or (D) in which another corporation owns stock which also owns stock in the corporation, or (E) in which any one or more persons who owned stock in the corporation also own stock, or (F) which or who has entered into any contractual agreement pursuant to which any such corporation or person undertakes corresponding or like obligations of endorsement, guaranty, or suretyship, with respect to all or any such obligations or evidences of indebtedness or contracts of the corporation, or which may engage with the corporation, in the conduct of any joint venture or enterprise, or in the use of common facilities or services.
- (Q) To carry on any other business in connection with the foregoing.
- (R) To do any and all of the things herein set out and such other things as are incidental or conducive to the attainment of the objects and purposes of the corporation, to the same extent as a natural person might or could do and in any part of the world, as principal, factor, agent, contractor, or otherwise, either alone or in conjunction with any person, firm, association, corporation or entity of whatsoever kind, and to do any and all such acts and things and to exercise any and all such powers to the full extent authorized or permitted to a corporation under any laws that may be now or hereafter applicable or available to the corporation.

The foregoing clauses, and each phrase thereof, shall be construed as objects and purposes of the corporation, as well as powers and provisions for the regulation of the business and the conduct of the affairs of the corporation, all in addition to those powers specifically conferred upon the corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of objects and purposes shall not be held to limit or restrict in any manner the powers of the corporation otherwise granted by law. Nothing herein contained, however, shall be construed as

authorizing this corporation to carry on the business of banking, or that of a trust company, or the business of insurance in any of its branches.

ARTICLE IV

Principal Office and Mailing Address

The corporation's principal place of business is at 1216 Carraway Street, Tallahassee, Florida 32308. The mailing address of the corporation is the same.

ARTICLE V

Registered Office and Registered Agent

The initial registered office is at 1216 Carraway Street, Tallahassee, Florida 32308. The name of the initial registered agent at that address is Jonathan Brett McGarity.

ARTICLE VI

Authorized Shares

The corporation is authorized to issue one thousand (1,000) shares of common stock having par value of \$1.00 a share.

ARTICLE VII

Management by Shareholders

The business of the corporation shall be managed by the shareholders without a board of directors.

ARTICLE VIII

Incorporators

The name and address of the incorporator is Jonathan B. McGarity, 1216 Carraway Street, Tallahassee, Florida 32308.

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

Brett McGarity
Signature / Registered Agent

8-3-01
Date

IN WITNESS WHEREOF, I have executed these Articles of Incorporation this 6 day of August, 2001.

Brett McGarity
Jonathan Brett McGarity
Signature / Incorporator

01 AUG -6 AM 11:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED