

P01000110527

TRANSMITTAL LETTER

FILED

01 NOV 14 PM 2:11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

M & D CONSTRUCTION SERVICES, INC.

SUBJECT: _____

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

300004678653--6
-11/14/01--01052--007
*****78.75 *****78.75

Enclosed are 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: Michael Waroff
Name (Printed or typed)

6885 SW 18th Street, Suite 7
Address

Boca Raton, FL 33433
City, State & Zip

561.239.5125
Daytime Telephone number

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

C. BLALOCK NOV 19 2001

W0126475

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ARTICLES OF INCORPORATION

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OF

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M & D CONSTRUCTION SERVICES, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, for the purposes of forming a corporation for profit pursuant to the laws of the State of Florida, do hereby make, subscribe, acknowledge and file the following Articles of Incorporation.

ARTICLE I

NAME

The name of the Corporation shall be:

M & D CONSTRUCTION SERVICES, INC.

ARTICLE II

PRINCIPAL OFFICE

The principal place of business/mailing address is:

6885 SW 18th Street, Suite 7

Boca Raton, FL 33433

ARTICLE III

PURPOSE

This Corporation is organized for the general purpose of transacting any or all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue par value common stock as described below, and none other:

Maximum Number of Shares: 7,500

Par Value Per Share: \$1.00

The authorized shares of par value common stock may be issued only for a consideration having a value, in the judgment of the Board of Directors, equivalent at least to the full par value of the stock so to be issued. Such consideration may be in the form of cash, real property, tangible personal property, intangible personal property, labor or services rendered, other than future services, or any combination of the foregoing.

Each share of common stock of this Corporation shall entitle the holder of record thereof to one vote upon each proposal presented at lawful meetings of the Shareholders. No holder of common stock of this Corporation shall be entitled to any right of cumulative voting.

ARTICLE V

INITIAL OFFICERS/DIRECTORS

The names, addresses and titles of the initial officers/directors are:

| | | |
|---------------------|--|----------------|
| Michael Waroff, CPA | 596 NW 111 th Way Coral Springs, FL 33071 | President |
| Dean Ouellette | 6031 NW 44 th Avenue Coconut Creek, FL 33073 | Vice President |

PREEMPTIVE RIGHTS

The Corporation may provide for preemptive rights of stockholders pursuant to provisions of its By-Laws, but no preemptive rights shall exist unless specifically approved for inclusion in the By-Laws.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be:

6885 SW 18th Street, Suite 7
Boca Raton, FL 33433

The Corporation may also maintain its principal office and branch offices at such places and in such states and foreign countries as the Board of Directors may from time to time by resolution provide.

The name of the initial Registered Agent of this Corporation at the aforementioned address is:

Michael Waroff, CPA

ARTICLE VII

INCORPORATOR

The name and address of the individual signing these Articles of Incorporation is:

| NAME | ADDRESS |
|---------------------|---|
| Michael Waroff, CPA | 596 NW 111 th Way Coral Springs, FL 33071 |

ARTICLES VIII

INITIAL BOARD OF DIRECTORS

The business of this Corporation shall be conducted by a Board of Directors of not less than one (1), nor more than fifteen (15) persons. The Board of Directors shall be elected at the annual meeting of the stockholders of this Corporation, which meeting shall be held at such time as provided by the By-Laws. They shall hold office until their successors are elected or appointed and have qualified, unless otherwise provided by the By-Laws.

The name and street address of the initial directors who are to conduct the affairs of this Corporation until the first meeting and election and qualification of their successors:

| NAME | ADDRESS |
|---------------------|--|
| Michael Waroff, CPA | 596 NW 111 th Way Coral Springs, FL 33071 |
| Dean Ouellette | 6031 NW 44 th Avenue Coconut Creek, FL 33073 |

ARTICLE IX

MISCELLANEOUS

1. No contract or other transaction between this Corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the directors of this Corporation is or are interested in, or is a director or officer of such other corporation.

2. Upon election of the Board of Directors by the stockholders, such Board shall manage the business and affairs of the corporation, without the need of further authorization from the stockholders, except as provided by law, or otherwise herein.


3. The initial By-Laws of this Corporation shall be adopted by the Board of Directors. The By-Laws may be amended from time to time by either the Shareholders or the Directors. The Shareholders may amend, alter, or repeal any By-Law adopted by the Directors. The Directors may not alter, amend or repeal any By-Law adopted by the Shareholders, nor may the Directors adopt By-Laws which would be in conflict with the By-Laws adopted by the Shareholders.

4. The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in a manner now or hereafter prescribed by law; and all rights conferred upon Stockholders herein are granted subject to that reservation.

5. Any Incorporator or Shareholder present at any meeting, either in person or by proxy, and any Directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

6. The Corporation shall indemnify all Officers and Directors of the Corporation to the fullest extent permitted by law.


IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this ____ day of _____, 2001.



Michael Waroff, CPA

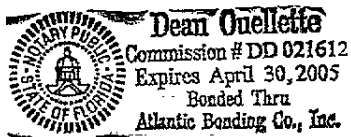
STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 12 day of November, 2001 by Michael Waroff who is personally known to me or who has produced FL. DN. LIC. as identification.



Name: Dean Onellette
NOTARY PUBLIC
My Commission Expires: April 30, 2005
My Commission No.: DD 021612

[Notary Seal]



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned hereby accepts its designation as Registered Agent of the Corporation and states that it is familiar with, and accepts, the obligations of that position pursuant to Section 607.0501, Florida Statutes.



Michael Waroff, CPA

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Michael Waroff, CPA

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| NAME | ADDRESS |
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3. The initial By-Laws of this Corporation shall be adopted by the Board of Directors. The By-Laws may be amended from time to time by either the Shareholders or the Directors. The Shareholders may amend, alter, or repeal any By-Law adopted by the Directors. The Directors may not alter, amend or repeal any By-Law adopted by the Shareholders, nor may the Directors adopt By-Laws which would be in conflict with the By-Laws adopted by the Shareholders.
4. The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in a manner now or hereafter prescribed by law; and all rights conferred upon Stockholders herein are granted subject to that reservation.
5. Any Incorporator or Shareholder present at any meeting, either in person or by proxy, and any Directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.
6. The Corporation shall indemnify all Officers and Directors of the Corporation to the fullest extent permitted by law.


IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this ____ day of _____, 2001.



Michael Waroff, CPA

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 12 day of November, 2001 by Michael Waroff who is personally known to me or who has produced FL. DN. LIC. as identification.



Name: Dean Ouellette
NOTARY PUBLIC
My Commission Expires: April 30, 2005
My Commission No.: DD 021612

[Notary Seal]



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