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TRANSMITTAL LETTER

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02 FEB 19 PM 2:06

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

SUBJECT:

BLUE DOG PROPERTIES, INC.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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:

PAUL E. DUTTON
Name (Printed or typed)

000004952730--2
-02/19/02--01027--012
*****87.50 *****87.50

146 HIGHLAND PARK DRIVE
Address

WEST PALM BEACH, FL 33415
City, State & Zip

561-683-3361 / 561-758-1934
Daytime Telephone number

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

D. WHITE FEB 22 2002

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ARTICLES OF INCORPORATION

OF

BLUE DOG PROPERTIES, INC.

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**SECRETARY OF STATE
TALLAHASSEE FLORIDA**

The undersigned, being individuals, do hereby act as incorporators in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

First: The corporate name of the corporation (hereinafter called the "corporation" is: Blue Dog Properties, Inc.

Second: The street address, wherever located, of the principal office of the corporation is: 146 Highland Park Drive, West Palm Beach, Florida 33415.

Third: The number of shares that the corporation is authorized to issue is One Thousand (1,000), all of which are of a par value of One Dollar (\$1.00) each and are of the same class and are common shares.

Fourth: The mailing address, wherever located, of the corporation is: 146 Highland Park Drive, West Palm Beach, Florida 33415.

Fifth: The street address of the initial registered office of the corporation in the State of Florida is: 146 Highland Park Drive, West Palm Beach, Florida 33415.

The name of the registered agent of the corporation at the said registered office is: Paul E. Dutton.

The written acceptance of the said registered agent is required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporators and is made a part of these Articles of Incorporation.

Sixth: The name and address of the incorporator is:

Name: Paul E. Dutton
Address: 146 Highland Park Drive
West Palm Beach, Florida 33415

Seventh: Each share of the corporation shall entitle the holder thereof to a preemptive right, for a period of thirty days, to subscribe for, purchase, or otherwise acquire any shares of the same class of the corporation or any equity and/or voting shares of any class of the corporation, which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares in the same

class of the corporation or of equity and/or voting shares of any class of the corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire unissued shares of the same class of the corporation or equity and/or voting shares of any class of the corporation, whether now or hereafter authorized or created, and whether the proposed issue, reissue, or grant is for cash, property, or any lawful consideration; and after the expiration of said thirty days, any and all such shares, rights, options, bonds, securities, or obligations of the corporation may be issued, reissued, or granted by the Board of Directors, as the case may be, to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine. As used herein, the terms "equity sharing" and "voting shares" shall mean, respectively, shares which confer unlimited dividend rights and shares which confer unlimited voting rights in the election of one or more directors.

Eighth: The purpose for which the corporation is organized shall include the authority of the corporation to engage in any lawful business for which corporations may be organized and engage in under the Florida Business Corporation Act, as specified in Section 607.0302.

Ninth: The duration of the corporation shall be perpetual.

Tenth: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and for the indemnification provided for herein shall not be deemed exclusive of any rights to which those indemnified may be entitled under any bylaw vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Eleventh: Whenever the corporation shall be engaged in the business of exploiting natural resources of other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

Twelfth: The initial Board of Directors and Officers of the Corporation with their respective addresses shall be as follows:

President, Secretary, Treasurer and Director:	Paul E. Dutton 146 Highland Park Drive West Palm Beach, Fl. 33415
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Thirteenth: The corporate existence of the corporation shall begin on February 18, 2002.

Signed on February 18, 2002.



Paul E. Dutton, Incorporator

Having been named as registered agent and to accept service of process for the above named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to it in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.



Paul E. Dutton
Registered Agent

Date: February 18, 2002

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