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TRANSMITTAL LETTER

FILED
02 FEB 22 PM 4:09
DEPT. OF STATE
TALLAHASSEE, FLORIDA

February 6, 2002

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

400004990564--5
-02/22/02--01032--015
*****70.00 *****70.00

SUBJECT: CAN-DO! INSPECTION SERVICES, INC.

To Whom It May Concern:

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☒ \$70.00 ☐ \$78.75
Filing Fee Filing Fee
& Certificate of Status

☐ \$78.75 ☐ \$87.50
Filing Fee & Filing Fee,
Certified Copy Certified Copy
& Certificate
of Status

ADDITIONAL COPY REQUEST

From: Barnes & Company ,CPAs
310 Fifth Avenue
Indialantic, FL 32903
Telephone: (321) 723-0700

OB/10/1

**ARTICLES OF INCORPORATION
OF
CAN-DO! INSPECTION SERVICES INC.**

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TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, being a natural person competent to contract, duly licensed to render services as such under the laws of the State of Florida, hereby forms a professional service corporation, pursuant to the provisions of *Florida Statutes* Section 621 in conjunction with *Florida Statutes* Section 607.

ARTICLE 1 - NAME

The name of this corporation is **CAN-DO! INSPECTION SERVICES, INC.**

ARTICLE 2 - NATURE OF PROFESSIONAL SERVICE

The general nature of the business to be transacted by the corporation is:

1. To engage in every phase and aspect of the business of rendering professional services to the public that any inspection provider duly licensed under the laws of the State of Florida is authorized to render, but such professional services shall be rendered only through officers, employees and agents who are duly licensed under the laws of the State of Florida.

ARTICLE 3 - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one (1) time is five hundred (500) shares of common stock, having a nominal or par value of one cent (\$0.01) per share.

ARTICLE 4 - TERM OF EXISTENCE

This corporation is to exist perpetually and shall commence existence upon the date of filing these Articles of Incorporation with the Secretary of State of Florida.

**ARTICLE 5 - PRINCIPAL ADDRESS OF
INITIAL REGISTERED OFFICE AND AGENT**

The initial street address of the principal place of business of the corporation is 1900 Harbor City Boulevard, #343, Melbourne, Florida, 32901. The name of the initial registered agent of this corporation at that address is Barnes & Company, CPAs, located at 310 Fifth Avenue, Indialantic, FL 32903 as its agent to accept service of process within this state.

ARTICLE 6 -

DIRECTORS

The business of the corporation shall be managed by its board of directors. The number of directors may be increased or diminished from time to time by bylaws adopted by the shareholders, but shall never be less than one (1). This corporation shall have one (2) directors initially. The name and address of the initial directors of this corporation is:

<u>Name</u>	<u>Address</u>
Melody Cooper, President/Vice President	P O Box 15880, Sarsota, FL 34277
Robert E. Farr, Secretary/Treasurer	P O Box 51-0361, Melbourne Beach, FL 32951

ARTICLE 7 -

INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as incorporator, duly licensed under the laws of the State of Florida to render services as such is:

<u>Name</u>	<u>Address</u>
Can-Do! Inspection Services, Inc.	P O Box 51-0361, Melbourne Beach, FL 32951

ARTICLE 8 -

INDEMNIFICATION

Each director and officer, in consideration of his services, shall be indemnified, whether then in office or not, for the reasonable costs and expenses incurred by him in connection with the defense of or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned; or by any reason of any act or omission to act as such director or officer; provided that he shall not have been derelict in the performance of his duty as to the matter or matters in respect of which such claim is asserted or proceeding brought. The foregoing right of indemnification shall not be exclusive of any other rights of which any director or officer may be entitled as a matter of law.

ARTICLE 9 -
DIRECTORS

INTERLOCKING OFFICERS AND

No contract or other transaction between the corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any one (1) or more of the directors or officers of this corporation is or are interested in, or is a member, shareholder, director or officer, or are members, shareholders, directors or officers of such other firm or corporation; and any director or officer, individually or jointly, may be a party or parties to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested; and no contract, act or transaction of this corporation with any person or persons, firm, association or corporation, shall be affected or invalidated by reason of the fact that any director or directors or officer or officers of this corporation is a party or are parties to, or interested in such contract, act or association or corporation; and each and every person who may become a director or officer of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested.

ARTICLE 10 -

STOCK RESTRICTIONS

No shareholder of this corporation shall enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock. The shareholders of this corporation shall have the power to include in the bylaws any regulatory or restrictive provisions regarding the sale, transfer or other disposition of any of the outstanding shares of the corporation by any of its shareholders or in the event of the death of any of its shareholder or in the event a shareholder becomes legally disqualified to render professional services incident to the practice of medicine. No shareholder of this corporation may sell or transfer his shares therein except to another individual who is eligible to be a shareholder of the corporation and such sale or transfer may be made only after the same shall be approved by the shareholders.

ARTICLE 11 -

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law, including but not limited to those provisions in *Florida Statutes* Section 621.13. All rights of shareholders are subject to this reservation.

ARTICLE 12 -

BYLAWS

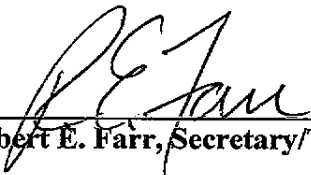
The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders.

ARTICLE 13 -

APPROVAL OF SHAREHOLDERS
REQUIRED FOR MERGER OR CONSOLIDATION

Approval of the shareholders of this corporation to any plan of merger or consolidation shall be required in every case, whether or not such approval be required by law and same shall only, in any event, be with another domestic professional service corporation organized under *Florida Statutes* Section 621 to render the professional services to be rendered hereunder; merger or consolidation with a foreign corporation is strictly prohibited.

IN WITNESS WHEREOF, I, the incorporator, have executed these Articles of Incorporation this 18th day of FEBRUARY, 2002.



Robert E. Farr, Secretary/Treasurer

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CLERK OF STATE
TALLAHASSEE, FLORIDA


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, *Florida Statutes*, the following is submitted in compliance with said Act:

FIRST, that **Can-Do! Inspection Services, Inc.**, desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation in the City of Melbourne, County of Brevard, State of Florida, has named Barnes & Company, CPAs, located at 310 Fifth Avenue, Indialantic, FL 32903 as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



W. D. Barnes, C.P.A.
Barnes & Company, CPAs