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**Florida Department of State**

Division of Corporations

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**FLORIDA PROFIT CORPORATION OR P.A.**

Malcolm R. Spears, Inc.

Certificate of Status	0
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Estimated Charge	\$70.00

Department of State 3/6/2002 10:20 PAGE 1/1 RightFAX



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

March 6, 2002

WELTON & WILLIAMSON

SUBJECT: MALCOM R. SPEARS, INC.  
REF: W02000006135

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LIST THE OFFICERS TITLE IN ARTICLE 7.

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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION  
OF  
**MALCOLM R. SPEARS, INC**

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopt the following articles of incorporation:

ARTICLE ONE

NAME

The name of the corporation is **Malcolm R. Spears, Inc.**

ARTICLE TWO

PRINCIPAL OFFICE

The street address of the initial principal office of the corporation is:

P.O. Box 686  
Baker, Florida 32531

ARTICLE THREE

CORPORATE EXISTENCE AND DURATION

The corporate existence shall begin on the date of filing of these articles and the duration of the corporation shall be perpetual.

ARTICLE FOUR

PURPOSE OR PURPOSES

The general purposes for which the corporation is organized are:

1. To engage in the business of residential and commercial construction as a licenced contractor to the general public.
2. To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act or engage in any other trade or business which can, in the opinion of the shareholders of the corporation, be advantageously carried on in connection with or auxiliary to the preceding business.

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3. To do such other things as are incidental to the above or necessary or desirable in order to accomplish the above.

#### ARTICLE FIVE

#### CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is 1000 shares. and may change upon the vote of not less than 2/3 vote of the outstanding shares. Such shares shall be of a single class of common stock with a par value of \$1.00.

#### ARTICLE SIX

#### ORGANIZATION

This corporation, pursuant to the authority vested in Section 607.0801 and 607.0732(1), Florida Statutes, is to have no board of directors and said corporation shall be managed by its shareholders rather than a board of directors, and the shareholders shall elect the officers and otherwise run the corporation in the place and stead of a board of directors.

#### ARTICLE SEVEN

#### SHAREHOLDERS AND OFFICERS

The names and addresses of the shareholders and initial officers of this corporation are:

Name:

Address:

Malcolm R. Spears  
President/Sole Shareholder

P.O. Box 686, Baker, Florida 32531

#### ARTICLE EIGHT

#### POWERS TO AMEND ARTICLES OR ESTABLISH BY-LAWS

The power to adopt, alter, or amend or repeal by-laws shall be vested in the shareholders, by a vote of not less the 2/3 of the outstanding.

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## ARTICLE NINE

### PREEMPTIVE RIGHTS

Every Shareholder, upon the sale for any consideration of any new stock issues of this corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase a pro-rata share thereof at the price at which it is offered to others.

## ARTICLE TEN

### ACTION BY WRITTEN CONSENT

Any action required by law, the Articles of Incorporation or the By-Laws of this corporation to be taken at any annual or special meeting of the Shareholders of the corporation or any action which may be taken at any annual or special meeting such Shareholders, may be taken without a meeting, without prior notice or without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted.

## ARTICLE ELEVEN

### INCORPORATORS

The names and addresses of the persons signing these Articles of Incorporation are:

Malcolm R. Spears  
P.O. Box 686  
Baker, Florida 32531

## ARTICLE TWELVE

### INITIAL REGISTERED OFFICE AND AGENT

The initial office and registered agent of this corporation is as follows:

A. Wayne Williamson, *for*  
Welton & Williamson, P.A.  
1020 Ferdon Blvd. South  
Crestview, Florida 32536

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ARTICLE THIRTEEN

AMENDMENTS

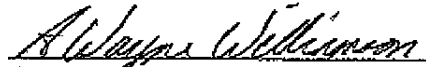
The Shareholders shall have the power to alter, amend, or repeal provisions of these articles upon the vote of not less than 2/3 of the outstanding shares.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation, this 1 day of March, 2002.

  
Malcolm R. Spears, President

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above corporation at the above listed address. *I hereby consent to act in the capacity, and agree to comply with the provisions of the law relative to the registered agent.*

  
A. Wayne Williamson, for  
Welton & Williamson, P.A.

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