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Florida Department of State  
Division of Corporations  
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## FLORIDA PROFIT CORPORATION OR P.A.

dez, mahan, and chennault, inc.

Certificate of Status	0
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**ARTICLE OF INCORPORATION  
FOR  
DEZ, MAHAN, AND CHENNAULT, INC.**

The undersigned, for the purpose of forming a corporation under Chapter 607, Florida Business Corporation Act, do hereby adopt the following articles of incorporation:

**ARTICLE ONE - NAME**

The name of this corporation shall be Dez, Mahan, and Chennault, Inc.

**ARTICLE TWO - TERM OF EXISTENCE**

The duration of this corporation is perpetual.

**ARTICLE THREE - ORGANIZATIONAL PURPOSE**

The purposes for which this corporation is organized are as follows:

1. To engage in the business of Roofing, Water Proofing, and Coating as defined in Florida Statute 489.105(e).
2. To engage in or transact any other lawful business for which corporations organized under Chapter 607, Florida Business Corporation Act, may be permitted to so engage, and which the Board of Directors of the corporation have decided to be advantageous to engage in, either in connection with the foregoing purpose or otherwise unconnected thereto.
3. To do such things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

**ARTICLE FOUR - STOCK**

The aggregate number of share that the corporation is authorized to issue is One Million (1,000,000). Such shares shall be of a single class and shall have a par value of \$1.00 (one dollar) per share.

**ARTICLE FIVE - REGISTERED AGENT**

The name and address of the initial registered agent of this corporation is:

Johnnie Mahan  
8366 Galewood Circle  
Tampa, Florida, 33615

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## **ARTICLE SIX - BOARD OF DIRECTORS**

The number of Director who shall form the initial Board of Directors of this corporation is two, and their names and addresses are as follows:

1. William Chennault, President  
P. O. Box 1097  
Ft. Lauderdale, Florida, 33302-1097
2. Desmond Scrivner, Vice President/ Secretary-Treasurer  
8364 Galewood Circle  
Tampa, Florida, 33615

## **ARTICLE SEVEN - OFFICE AND PLACE OF BUSINESS**

The initial office and place of business of this corporation is 8364 Galewood Circle, Tampa, Florida, 33615.

## **ARTICLE EIGHT - PREEMPTIVE RIGHTS**

Each shareholder of this corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the par value thereof, a pro rata portion of any stock the corporation may issue six months after date of incorporation and not inconsistent with Florida Statute 607.0630.

## **ARTICLE NINE - STOCK TRANSFERS**

No stockholder shall have the right to sell, assign, pledge, encumber transfer or otherwise dispose of any shares of the stock of this corporation without first offering such shares for sale to the corporation at their fair market value which shall be set by the Board of Directors. Such offer must be in writing and shall be sent by registered mail to the corporations principal place of business and address to the President of this corporation, and said offer shall remain open for a period of 60 days from the date of mailing. If the corporation fails or refuses to act or make arrangements for the purchase of said stock, within the specified time, the shareholder may then dispose of his shares as he may see fit.

## **ARTICLE TEN - CUMULATIVE VOTING RIGHTS**

The principal of cumulative voting shall apply in all elections of Directors of this corporation. Each stockholder entitled to vote shall be entitled to vote the total number of votes equal to number of shares having voting rights multiplied by the number of Directors to be elected, and each may cast all votes for a single candidate or may divide

and distribute such votes among any two or more candidates as the stockholder may see fit.

#### ARTICLE ELEVEN - ASSESSMENT

There shall be no power to levy any assessment on any shares of the stock of this corporation.

#### ARTICLE TWELVE - INDEMNIFICATION

This corporation shall indemnify its, Directors, officers, employees, agents, and shareholders against any threatened, pending or completed action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of their association with or employment by this corporation. Such indemnification shall be broadly construed and to the fullest extent permissible under Florida Statute 607.0850.

#### ARTICLE THIRTEEN- CLOSELY HELD CORPORATION

This corporation is authorized to issue only one class of stock, and not more than ten (10) persons shall hold all issued stock of record. Stock shall be issued and transferable only to natural persons who are not nonresident aliens.

#### ARTICLE FOURTEEN - INITIAL INCORPORATOR

The name and address of the initial incorporator is William Chennault whose address is: P. O. Box 1097, Ft. Lauderdale, Florida 33302-1097.

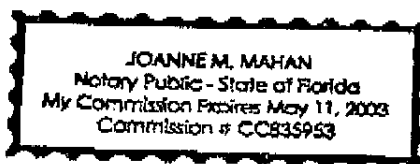
EXECUTED BY the undersigned this 25<sup>th</sup> day of July 2002, at Tampa, Florida.

William Chennault  
William Chennault

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, on this 25<sup>th</sup> day of July 2002, personally appeared William Chennault personally known by me who acknowledges that he is the above-signed incorporator.



Joanne M. Mahan  
Joanne Mahan, Notary Public State of Florida

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**ACCEPTANCE OF DESIGNATION AS  
REGISTERED AGENT**

The following is submitted in compliance with the laws of the State of Florida, Fla. Statutes, Sections 607.0501 and 607.0505.

**DEZ, MAHAN, AND CHENNAULT, INC.**

a corporation organizing under the laws of the State of Florida, with its principal office located at:

8364 Galewood Circle, Tampa, Florida 33615

has named Johnnie Mahan, whose address is:

8366 Galewood Circle, Tampa, Florida 33615,

as its Agent to accept service of process within this State.

**ACCEPTANCE:**

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

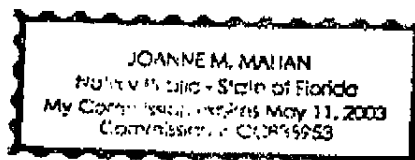
Registered Agent:

*Johnnie Mahan*  
\_\_\_\_\_  
Johnnie Mahan

State of Florida       )  
                          ) ss.  
County of Hillsborough )

The foregoing instrument was acknowledged by me this 29th day of July, 2002 by: Johnnie Mahan who is personally known by me and who did take an oath.

*Joanne M. Mahan* (SEAL)  
\_\_\_\_\_  
Joanne Mahan       Notary Public  
State of Florida



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