

PD2000109042

September 16, 2002

Department of State  
Division of Corporation  
Corporate Filings  
Tallahassee, FL 32314

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

02 SEP 23 PM 2:09

FILED

Re: Back Water Wood Works, Incorporated

Dear Sir/Madam;

Enclosed are the original and one copy of the Articles of Incorporation for the above named proposed Florida corporation. Also enclosed is a check for \$96.25 representing payment of the following:

**Filing fee, Certified copy, and Certificate**

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Please do not hesitate to contact me should you need additional information or should you have a problem with the enclosed Articles. Thank you in advanced for your efforts in this matter.

Sincerely yours,

100007945771--8  
-09/23/02--01052--003  
\*\*\*\*\*96.25 \*\*\*\*\*87.50

Andrew Morris

home 772-546-4587 ~  
work/cell 772-263-2337

12010 S.E. Plutus Ave.  
Hobe Sound, FL 33455

W02-27793

10-9-02

109



FLORIDA DEPARTMENT OF STATE

Jim Smith  
Secretary of State

October 7, 2002

ANDREW MORRIS  
12010 SE PLUTUS AVE  
HOBE SOUND, FL 33455

SUBJECT: BACK WATER WOOD WORKS, INCORPORATED  
Ref. Number: W02000027793

We have received your document for BACK WATER WOOD WORKS, INCORPORATED and your check(s) totaling \$96.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6930.

Donna Graves  
Document Specialist  
New Filing Section

Letter Number: 302A00054369

*file as original date sent*

FILED  
02 SEP 23 PM 2: 09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE OF INCORPORATION  
OF  
BACK WATER WOOD WORKS, INCORPORATED**

The undersigned subscribers to these Articles of Incorporation, desiring to form a corporation for profit under the laws of the state of Florida, hereby execute these Articles of Incorporation for the purpose of providing for the information, liability, rights, privileges and immunities of a corporation for profit.

**ARTICLE I**

Name of Corporation

The name of this corporation shall be **Back Water Wood Works, Incorporated**

**ARTICLE II**

General Nature of Business

The general nature of the business to be transacted by this corporation shall be any and all lawful business for which corporations may be organized and incorporated under Chapter 607, Florida statutes

**ARTICLE III**

**STOCK**

The authorized capital stock of this corporation shall consist of 2000 shares

of common stock having a par value of \$1.00 per share, said 2000 shares being the maxim number of shares which the corporation may issue and have outstanding at any time. All or part of the capital stock may be payable and paid for in property, real, personal, or mixed, or in labor or services, or in any other consideration, as may be determined. Any and all such shares so issued shall be and constitute fully paid stock and not liable to any further call or assessment thereon, and the holder or holders of such shares shall not be liable for any future payment therefor or thereon.

#### **ARTICLE IV**

##### **CAPITAL**

The amount of capital with which the corporation shall begin business shall not be less than \$500.00.

#### **ARTICLE V**

##### **CORPORATE EXISTENCE**

This corporation shall have perpetual existence unless sooner dissolved in accordance with law.

#### **ARTICLE VI**

##### **Address**

The principal office and place of business of the corporation shall be in

Martin County, Florida, with the privilege of establishing branch offices and places of business at other places within or without the State of Florida. The street address of the principal office of the corporation within the State of Florida and its initial registered office shall be 12010 S.E Plutus Ave. Hobe Sound, FL 33455 provided, however, that the stockholders may from time to time move the principal office to any other address within the State of Florida. The name of its initial registered agent at its initial registered office shall be Andrew Morris.

## **ARTICLE VII**

### **MANAGEMENT OF CORPORATION**

The business of this corporation shall be managed by its stockholders rather than by a board of directors. In the management of the business of the corporation, the act of the stockholders representing a majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall be the act of the stockholders. Each stockholder shall be entitled to one vote, in person or by proxy, for each share of voting stock held by him. A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of the stockholders for the management of the business of the corporation.

## **VIII**

### **INITIAL STOCKHOLDER**

The name and street address of the first stockholder of the corporation who shall manage the business of the corporation is as follows:

Andrew Morris

12010 S.E. Plutus Ave

Hobe Sound, FL 33455

## **ARTICLE IX**

### **Subscriber**

The name and street address of the subscriber to these Articles of Incorporation is as follows:

Andrew Morris

12010 S.E. Plutus Ave

Hobe Sound, FL 33455

## **ARTICLE X**

### **Special Provisions**

(a) Every stockholder, upon the sale for cash of any new stock herein authorized, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is issued to others, which price may be in excess of par.

(b) No contract or other transaction between this corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the officers and stockholders of this corporation is or are interested in, or is a stockholder, director or officer, or are stockholders, directors or officers, of such other corporation, and any stockholder or stockholders, officer or officers, individually or jointly, may be a party or parties to, or may be interested in any such contract or transaction of this corporation, or in which the corporation is interested, and no contract, act or transaction in the absence of fraud, shall be affected or invalidated by the fact that any stockholder or stockholders, officer or officers, of the corporation is a party or are parties to or interested in such contract, act, or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become a stockholder or officer of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may have an interest. Any stockholder of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled corporation without regard to the fact that he is also a stockholder or director of such subsidiary or controlled corporation.

(c) The stockholders, in addition to choosing the president, vice president, secretary and treasurer of the corporation, may choose such other officers as they shall deem advisable, and such officers shall serve for such term and have such

duties as may be prescribed by the By-Laws or by resolution of the stockholders. Any person may hold two (2) or more offices, except that the president may not also be the secretary or assistant secretary.

(d) The stockholders shall have the power by resolution or by appropriate action inscribed in the minutes of its meetings to appoint or provide for the appointment of an executive committee, manager, or business manager, who to the extent provided for in said resolution or in said minutes, shall have and may exercise such powers as the stockholders grant or authorize.

## ARTICLE XI

### Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

IN WITNESS WHEREOF, I have hereunto set my hand and seal these  
day of Sept 17<sup>th</sup>, 2002

  
\_\_\_\_\_  
Andrew Morris




STATE OF FLORIDA

COUNTY OF MARTIN

I HERBY CERTIFY that before me personally appeared Andrew Morris who is personally know to me to be the individual described in and who executed the foregoing Articles of Incorporation of Back Water Wood Works, Inc., and who acknowledged before me that he executed the same for the purpose therein expressed and who did not take an oath.

WITNESS my hand and seal in the State and County aforesaid this 17<sup>TH</sup> day of September, 2002.

  
Notary Public, State of Florida at Large

My Commission Expires:



Cynthia D Artello  
My Commission DD090747  
Expires March 08, 2006

CERTIFICATE DESIGNATING THE ADDRESS  
AND AN AGENT UPON WHOM MAY BE SERVED

FILED  
02 SEP 23 PM 2:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

WITNESSETH:

That Back Water Wood Works, Incorporated, desiring to organize under the laws of  
the State of Florida, which will have its principal office in Martin County, Florida, has named:

Andrew Morris

12010 SE Plutus Avenue

Hobe Sound, FL 33455

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 agree to act in this capacity, and I further  
agree to comply with the provisions of all statutes relative to the proper and complete  
performance of my duties, and I accept the duties and obligations of section 607.0505,  
Florida Statutes.

Dated this ~~14~~ day of October, 2002

  
\_\_\_\_\_  
Registered Agent