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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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2000 34052

T. SMITH DEC 11 2002

December 9, 2002

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

RE: J&B OF PINELLAS, INC.

Dear Sirs,

Please find enclosed revised Articles of Incorporation for J&B, Inc. changing the name of the entity to J&B of Pinellas, Inc. per your written request. I have enclosed a copy of your letter.

If possible, please **RUSH** file the enclosed articles as a property closing is awaiting the filing of this corporation. Please mail back a certified copy upon filing for our records.

Time is of the essence so please contact me by phone if you have any additional changes or questions. My address is Jay Neudecker, 1524 Rosewood Street, Clearwater, FL 33756 and my phone number is 727-480-0620. **Please do not hesitate to contact me with any questions or concerns.**

Thank you,
Jay Neudecker

P.S.
The check for
filing fees should
be at your office as
it was not returned
back.



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

December 4, 2002

JAY NEUDECKER
1524 ROSEWOOD ST
CLEARWATER, FL 33756

SUBJECT: J&B, INC.
Ref. Number: W02000034052

We have received your document for J&B, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

An effective date may be added to the Articles of Incorporation **if a 2003 date is needed**, otherwise the date of receipt will be the file date. **A separate article must be added to the Articles of Incorporation for the effective date.**

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) 245-6927.

Tracy Smith
Document Specialist
New Filing Section

Letter Number: 002A00064428

ARTICLES OF INCORPORATION
OF
J&B of PINELLAS, INC.

ARTICLE I

The undersigned, acting as incorporator to these Articles of Incorporation, a natural person competent to contract, hereby associates himself to form a corporation under the laws of the State of Florida.

The name of the corporation is J&B of Pinellas, INC. and the mailing address and principal place of business is 1524 Rosewood Street, Clearwater, Fl 33756.

ARTICLE II

NATURE OF BUSINESS

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

- (A) To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of and to invest in, trade in, deal in, and with goods, wares, merchandise, real and personal property, and services of every class, kind and description, except that it is not to conduct a banking, safe deposit, trust, insurance surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.
- (B) To conduct business in, or have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida, and in all other states and countries.

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- (C) To conduct debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfer of corporate property, or other instruments to secure the payment of corporate indebtedness as required.
- (D) To purchase the corporate assets of any other corporation and engage in the same or other character of business.
- (E) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, Pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock, to exercise all right to vote such stock and to perform and conduct all other business allowed by the laws of the State of Florida.
- (F) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing and to perform any act authorized or allowed by the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common shares with a par value of \$1.00 per share.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with this corporation shall begin business shall not be less than the sum of \$100.00.

ARTICLE V

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI

SPECIAL PROVISION

It is the intent of the incorporator that the corporation shall have the power to qualify as a Subchapter S corporation under the Internal Revenue Code. In such event, such actions as are necessary will be taken by the appropriate officers to accomplish any necessary compliance.

ARTICLE VIII

DIRECTORS

The corporation shall have two directors initially. The number of directors may be increased from time to time, by amendment to the bylaws, but shall never be less than one (1).

ARTICLE IX

INITIAL DIRECTOR

The name and mailing address of the member of the first Board of Directors:

Jay Neudecker
1524 Rosewood Street
Clearwater, FL 33756

Brett Copenhaver
21342 Preservation Drive
Land O'Lakes, FL 34639

ARTICLE X

INCORPORATOR /REGISTERED AGENT

The name and mailing address of the incorporator of these Articles of Incorporation is: /registered agent

Michelle Kaye
1524 Rosewood Street
Clearwater, FL 33756

The incorporator certifies that the proceeds of the stock subscribed will not be less than the amount of capital with which the corporation shall begin business as is set forth herein.

ARTICLE XI

INDEMNITY OF DIRECTORS AND OFFICERS

Any person made a party to any action, suit or proceeding by reason of the fact that he, his Testator, or intestate, is or was a director, officer or employee of the corporation which he served as such at the request of the corporation shall be indemnified by the corporation against reasonable

expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such officer, director or employee is liable for negligence or misconduct in the performance of his duties.

The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any officer or director or employee may be entitled apart from the provision of this section.

A director shall not be liable for dividends illegally declared, distributions illegally made to shareholders, or any other action taken in reliance and good faith upon financial statements of the corporation represented to him to be correct by the president of the corporation or the officer having charge of the books of account, or certified by an independent or certified by an independent or certified accountant to clearly reflect the financial condition of the corporation; nor shall he be liable if in good faith in determining the amount available for dividends or distribution he considers the assets to be ample value.

ARTICLE XII

BYLAWS OR SHAREHOLDERS AGREEMENT

By shareholder agreement or bylaws, the corporation may restrict the transfer or encumbrance of any and all of its stock, including, but not limited to, provisions for the transfer of the stock owned by retiring, disabled or deceased shareholder, or any shareholder required to sever financial interest in the corporation. The bylaws may be repealed or amended, and new bylaws may be adopted, by either the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholder if the shareholders specifically provide such bylaw not subject to amendment or repeal by the directors.

ARTICLE XIII
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XIV

DATE OF INCEPTION

The date the corporate existence shall be the date of filing and acceptance of these Articles of Incorporation by the Secretary of State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 25th November, 2002.


Michelle Kaye

ACCEPTANCE OF REGISTERED AGENT OF J&B of Pinellas, INC.

Having been named to accept service of process for the above named corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of the law of the State of Florida.


Michelle Kaye

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SECRETARY OF STATE
DIVISION OF CORPORATIONS