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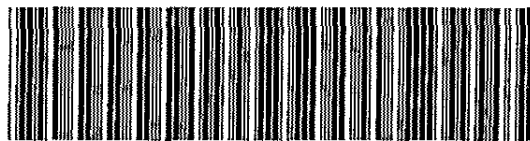
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02 DEC 16 AM 9:24  
STATE  
TALLAHASSEE, FLORIDA

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W0234546

LAW OFFICES OF  
**WILLIAM A. HAMILTON, III**  
PROFESSIONAL ASSOCIATION  
4729 HIGHWAY 17, SUITE 203  
ORANGE PARK, FLORIDA 32003

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William A. Hamilton, III  
Frederic A. Buttner, III

Telephone (904) 278-3888  
Telefax (904) 278-3880

December 12, 2002

CYNTHIA BLALOCK  
DIVISION OF CORPORATIONS  
FLORIDA DEPARTMENT OF STATE  
P. O. BOX 6327  
TALLAHASSEE, FL 32314

Re: BE-MAC OF ORANGE PARK, INC.  
Document Number: W02000034546

Dear Cynthia:

I am aware, via on-line inquiries, (copy of rejected filing enclosed) the original corporate name desired was rejected. After several calls to the Division of Corporations, I was advised to resubmit the desired corporate name with additional major words added. Enclosed herewith, please find a new original Articles of Incorporation on the above captioned and one copy for returning. The filing fee has been retained by your office. Please call me direct if you have any questions.

Very truly yours,

  
Sandy Almeida

enclosure



FLORIDA DEPARTMENT OF STATE

Jim Smith  
Secretary of State

December 10, 2002

WILLIAM A. HAMILTON III, ESQ.  
4729 HWY 17 STE 203  
ORANGE PK, FL 32003

SUBJECT: BE-MAC, INC.  
Ref. Number: W02000034546

We have received your document for BE-MAC, 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.**

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) 245-6925.

Cynthia Blalock  
Document Specialist  
New Filing Section

Letter Number: 202A00065245

ARTICLES OF INCORPORATION  
OF

BE-MAC OF ORANGE PARK INC.

FILED  
02 DEC 16 AM 9:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

ARTICLE I

NAME

Section 1.1 Name. The name of the corporation is: BE-MAC OF ORANGE PARK INC.

ARTICLE II

DURATION

Section 2.1 Duration. The corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are filed by the Department of State.

ARTICLE III

PURPOSE

Section 3.1 Purpose. This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

CAPITAL STOCK

Section 4.1 Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of \$ .10 per share. Said authorized shares may be divided into voting and non-voting shares before issuance by action of the board of directors; provided, however, that in the event such designation is not specifically made by the board of directors, said stock shall be deemed voting.

Section 4.2 Restrictions on Transfer of Stock. The shareholders may by agreement or bylaw provision, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as is deemed necessary.

Section 4.3 Approval of Shareholders Required for Merger. The approval of a majority of the holders of Common Stock of this corporation to any plan of merger or consolidation shall be required in every case, whether or not such approval is required by law.

## **ARTICLE V**

### **INITIAL REGISTERED OFFICE AND AGENT PRINCIPAL OFFICE**

Section 5.1 Name and Address. The street address of the initial registered office of this corporation is 2302 Eagle Harbor Parkway, Orange Park, Florida, 32003, and the name of the initial registered agent of this corporation at that address is BILL ELLIS. The principal address is 2302 Eagle Harbor Parkway, Orange Park, Florida, 32003.

## **ARTICLE VI**

### **DIRECTORS**

Section 6.1 Number. This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2 Initial Directors. The names of the members of the first Board of Directors of the corporation are:

BILL ELLIS and KATHY ELLIS

Section 6.3 Compensation. The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

Section 6.4 Indemnification. The Board of Directors is hereby specifically authorized to make provisions for indemnification of directors, officers, employees and agents to the full extent permitted by law.

## ARTICLE VII

### BYLAWS

Section 7.1 Bylaws. The initial bylaws of this corporation shall be adopted by the Board of Directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of directors, but the Board of Directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subjected to amendment or repeal by the Board of Directors.

## ARTICLE VIII

### INCORPORATOR

Section 8.1 Name and Address. The name and street address of the incorporator of this corporation is:

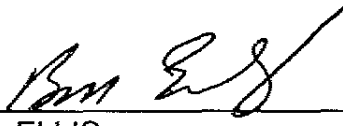
BILL ELLIS  
2302 Eagle Harbor Parkway  
Orange Park, Florida 32003

## ARTICLE IX

### AMENDMENT

Section 9.1 Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles this 12th day of December, 2002.

  
\_\_\_\_\_  
BILL ELLIS

CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED AGENT  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA

In compliance with Florida Statutes 48.091 and 607.0501, the following is submitted:

BE-MAC OF ORANGE PARK INC., desiring to organize or qualify under the laws of the State of Florida, hereby designates BILL ELLIS as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 2302 Eagle Harbor Parkway, Orange Park, Florida, 32003.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agreed to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the property and complete performance of my duties.

Name: BILL ELLIS  
Date: December 12, 2002

FILED  
02 DEC 16 AM 9:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF CLAY

The foregoing instrument was acknowledged before me by BILL ELLIS who presented a Florida Drivers License as identification this 12 day of December, 2002.

NOTARY PUBLIC  
My commission expires

