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15 JAN 15 2003

CAPITAL CONNECTION, INC.

447 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Sandstone Development, Inc.

Signature _____

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Name _____

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_____ Corp Record Search _____

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**ARTICLES OF INCORPORATION
OF
SANDSTONE DEVELOPMENT, INC.**

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The undersigned subscriber, a natural person competent to contract, hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be Sandstone Development, Inc.

ARTICLE II. NATURE OF THE BUSINESS

The general nature of the business and activities to be transacted and carried on by this corporation are as follows:

- a. Real estate development and real estate management.
- b. To engage in any and all activities permissible under the laws of the State of Florida.
- c. The acquire by purchase, gift, devise, bequest or otherwise, to manufacture or construct to own, use, hold and develop, to dispose of by sale, exchange or otherwise to lease, mortgage to pledge, assign and generally to deal in and with real and personal property of every sort and description, services, goodwill, franchises, invention, patents, copyrights, trademarks, trade names and licenses, and interest, of any sort in any such property.
- d. To enter into and perform contracts of every sort and description, with any person, firm, association, corporation, municipality, county, state, nation or other body politic, or with any colony, dependence or agency of any of the foregoing.
- e. To issue, execute, deliver, endorse, buy, sell, draw accept and discount notes, drafts, letters of credit, checks and other bills of exchange and other evidences of indebtedness
- f. To borrow money, to lend money and extend credit, without limit in either case as to amount, in such amounts as the Board of Directors may from time to time determine; to guarantee and act as surety with respect to the debts of any other person, firm, association or corporation without regard to the interest of this corporation in any debt so guaranteed or assured or in such other person, firm, association or corporation and to secure any direct or contingent indebtedness of the corporation by the execution and delivery of mortgages, pledges, assignment, transfers in trust or other instruments appropriate for encumbering any or all of the property of the corporation, or any interest therein.

- g. To acquire, by purchase, merger or otherwise, all or any part of the goodwill, rights, property and business of any person, firm, association or corporation, in connection therewith to assume liabilities of any person, firm, association or corporation, and, in consideration of any such acquisition, to pay cash, to deliver stocks, bonds, other securities, or property of any other kind.
- h. To issue, execute, deliver, guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, assign and otherwise deal in and with shares of capital stock, bonds, debentures, other evidences of indebtedness and any other securities of any description created, issued, or delivered by this corporation or by any other corporation, association, person or firm of the State of Florida or of any other state or nation, and while owner thereof, to exercise, to the extent permitted by law, all the rights, powers and privileges of ownership including, without limitation, the right to vote stock or other securities having voting rights as attributes.
- i. In general, to carry on any business and to have and exercise all of the powers conferred by the laws of the State of Florida, and to do any or all of the things hereinbefore set forth as principal, agent or otherwise, either alone or in conjunction with others, in any part of the world.
- j. To perform every act necessary or proper for the accomplishment of the objects and purposes enumerated or for the protection and benefit of the corporation.
- k. The objects and purposes specified in the foregoing clauses of this Article shall, unless expressly limited, not be limited or restricted by reference to, or any other Article of these Articles of Incorporation, shall be regarded as independent objects and purposes and shall be construed as powers as well as objects and purposes.

ARTICLE III. STOCK

The authorized capital stock of this corporation shall consist of 100 shares of Common Stock with no par value.

The stock of the corporation shall be issued for such consideration as may be determined by the Board of Directors. Stockholders may enter into agreements with corporation or with each other to control or restrict the transfer of stock and such agreements may take the form of options, rights of first refusal, buy and sell agreements or any other lawful form of agreement.

ARTICLE IV. CAPITAL

The amount of capital with which the corporation shall begin business shall not be less than Two Thousand, Five Hundred Dollars (\$2,500).

ARTICLE V. DURATION

The corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall exist perpetually unless dissolved according to law.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and principal of this corporation in the State of Florida shall be 810 S. Sterling Avenue, Tampa, Florida 33609. The name of the initial Registered Agent at such address is David R. Berner. The Board of Directors may from time to time move the registered office to any other address in Florida and may establish branch and other offices within or without the State of Florida.

ARTICLE VII. NUMBER OF DIRECTORS

The business of this corporation shall be managed by a Board of Directors consisting of two (2) or more members, the exact numbers to be determined from time to time in accordance with the Bylaws.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

The name and street addresses of the initial directors who shall hold office until the first annual meeting of stockholders, and thereafter until a successor or successors are elected is as follows:

David Berner	3612 W. Granada Street Tampa, Florida 33629
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W. Kelly Prior, Jr.	4396 Fallbrook Boulevard Palm Harbor, Florida 34685
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ARTICLE IX. OFFICERS

This corporation shall have a President, a Vice President, a Secretary/Treasurer, and may have additional and assistant officers including, without limitation thereto, a chairman of the Board of Directors, one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers. A person may hold more than one office except that the President may not also be the Secretary or an Assistant Secretary.

ARTICLE X. BYLAWS

The Board of Directors shall adopt Bylaws for the corporation. The Bylaws may be amended, altered or repealed by the stockholders or Directors in any manner permitted by the Bylaws.

ARTICLE XI. AMENDMENT

These Articles of incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon stockholders hereunder are granted subject to this reservation.

ARTICLE XII. INCORPORATOR AND SUBSCRIBER

The name and address of the Incorporator and Subscriber of these Articles of Incorporation is as follows:

David Berner	3612 W. Granada Street
	Tampa, Florida 33629

IN WITNESS WHEREOF, the undersigned, being the original subscriber to the foregoing Articles of Incorporation, has hereunder set his hand and seal this 10th day of January, 2003.


DAVID BERNER

CERTIFICATE OF REGISTERED AGENT

I, David Berner, do hereby agree to act in the capacity of Registered Agent for Sandstone Development, Inc. for the purpose of receiving service of process for the corporation at 810 S. Sterling Avenue, Tampa, Florida 33609.

IN WITNESS WHEREOF, I hereby set my hand and seal this 10th day of January 2003.


DAVID BERNER

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned, DAVID BERNER, who being first duly sworn states that he is subscriber and incorporator of Sandstone Development, Inc. and that he has read the foregoing Articles of Incorporation and executed same freely and voluntarily for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 10th day of January, 2003.


DAVID BERNER


NOTARY PUBLIC

My Commission Expires:



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