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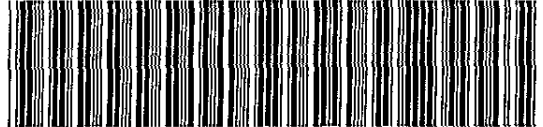
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TRANSMITTAL LETTER

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

SUBJECT: Magnolia Commercial Properties of Jacksonville, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Patrick M. Healy
Name (Printed or typed)

1670 Atlantic Boulevard

Address

Jacksonville, Florida 32207

City, State & Zip

904-538-0628

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
MAGNOLIA COMMERCIAL PROPERTIES OF JACKSONVILLE, INC.**

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 shall be Magnolia Commercial Properties of Jacksonville, Inc.

Article II- Principal Office:

Section 2.1 Initial Principal Office and Initial Mailing Address. The initial principal place of business and mailing address shall be 1670 Atlantic Blvd., Jacksonville, FL 32207.

Article III- Duration:

Section 3.1 Duration. This corporation shall exist in perpetuity. Corporation existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

Article IV- Purpose:

Section 4.1 Purpose. This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States or the State of Florida.

Article V- Capital Stock:

Section 5.1 Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 500 shares of voting Common Stock having a par value of \$.10 per share.

Section 5.2 Restrictions on Transfer of Stock. All shares now owned or hereafter acquired by any shareholder are subject to the restrictions set forth in this Section 5.2. Except as otherwise expressly permitted herein, no shareholder will sell, assign, convey,

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DIVISION OF CORPORATIONS
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transfer, pledge, mortgage, or otherwise encumber ("Transfer") their shares without the written approval of the remaining majority shareholders, and any attempt to do so will be void, excluding only a Transfer to the personal representatives of a deceased shareholder. The giving of such approval in any one or more instances will not limit or waive the need for such approval in any other or subsequent instances. For purposes of this section 5.2, a Transfer will include the Transfer of any ownership or beneficial interest (excluding only a Transfer to the personal representative of any deceased shareholder) in any entity which is the holder, directly or indirectly, of any shares of this corporation.

Section 5.3 Approval of Shareholders Required for Merger. The approval of sixty six percent (66%) 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.

Section 5.4 Initial Issuance of Stock. Subject to the provisions of Section 5.2, voting Common Stock is granted in the following amounts:

Eileen G. Blocker	255 shares
Patrick M. Healy	245 shares

Article VI- Registered Agent:

Section 6.1 Name and Address. The street address of the initial registered office of this corporation is 1670 Atlantic Boulevard, Jacksonville, Florida 32207. The name of the initial registered agent of this corporation at that address is Patrick M. Healy. The mailing address is the same as the registered agent and office.

Article VII- Directors:

Section 7.1 Number. This corporation shall have two (2) 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 7.2 Initial Directors. The name and street address of the first Board of Directors of the corporation are:

Eileen G. Blocker 1670 Atlantic Boulevard Jacksonville, Florida 32207	President, Director
Kelly S. Healy 1670 Atlantic Boulevard Jacksonville, Florida 32207	Secretary, Director

Section 7.3 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.

Section 7.4 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.

Article VIII – Bylaws:

Section 8.1 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 subject to amendment or repeal by the Board of Directors.

Article IX – Incorporator

Section 9.1 Name and Address. The name and street address of the incorporator of this corporation is:

Patrick M. Healy
1670 Atlantic Boulevard
Jacksonville, Florida 32207

Article X – Amendment:

Section 10.1 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 6 day of January, 2003.

by: Patrick M. Healy
Patrick M. Healy

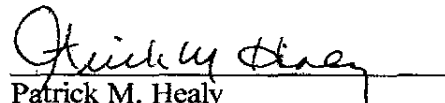
CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

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

Magnolia Commercial Properties of Jacksonville, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the State of Florida, has named as its agent to accept service of process in this State:

Patrick M. Healy
1670 Atlantic Boulevard
Jacksonville, Florida 32207

Having been named to accept service of process for the above named 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.


Patrick M. Healy
Date: 1-06-03

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