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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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(Business Entity Name)

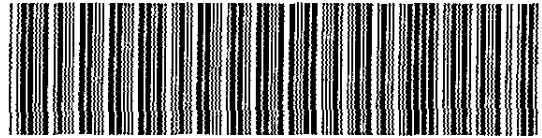
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TALLAHASSEE FLORIDA

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January 22, 2003

Florida Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, Florida 32314

RE: Articles of Incorporation of Florida West Underground, Inc.

To Whom It May Concern:

Enclosed please find original and copy of Articles of Incorporation for filing, along with my office check #3564 in the amount of \$78.75 to cover said filing fees and fee for certified copy thereof. We await return of the certified copy. Thanking you in advance for your help.

If you have any questions, please do not hesitate to contact me.

Sincerely,



Joseph A. Simpson

JAS/pos  
Enclosures

**ARTICLES OF INCORPORATION**  
**OF**  
**FLORIDA WEST UNDERGROUND, INC.**

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TALLAHASSEE FLORIDA

The undersigned hereby forms a corporation organized under the laws of the State of Florida, by and under the provisions of the Statutes of said State providing for the formation, liability, rights, privileges and immunities of a corporation.

**ARTICLE I**

The name of this corporation shall be:

FLORIDA WEST UNDERGROUND, INC.

**ARTICLE II**

This corporation is to have perpetual existence. The existence of this corporation shall commence upon its filing of its Articles of Incorporation with the Department of State of the State of Florida.

**ARTICLE III**

The purpose for which this corporation is organized is to engage in installation and maintenance of underground utilities business and to do all and every lawful act and actions which corporation may be incorporated for under the laws of Florida.

**ARTICLE IV**

The corporation is authorized to issue one class of common stock of one hundred (100) shares having a par value of One Dollar (\$1.00) per share, fully paid and non-assessable. Such stock may be issued for cash, property, labor, services or goodwill as may be determined by the Board of Directors. The following preemptive rights shall apply to the benefit of all stockholders of this corporation:

(a) In the event a stockholder owning stock in this corporation seeks to sell all or part of his stock, or has received an offer to purchase his stock, that stockholder shall first offer said stock for sale to the remaining stockholders.

(b) The purchase price for said stock shall be the sale price fixed by the selling stockholder, or the actual offer purchase price negotiated, whichever is less. In the event a shareholder fixes a selling price, but receives an offer to purchase at a lesser amount, the shareholder shall then offer his stock as provided in part (a) above to the remaining stockholders at a lesser amount.

(c) The selling shareholder shall advise all of the shareholders of his intention to sell, in writing, by certified mail. The remaining shareholders shall exercise their option hereunder within thirty (30) days of receipt of such notice by giving written notice by certified mail of their intention to purchase. Failure to give said notice shall be deemed to be consent to the sale of such stock by the selling stockholder.

(d) Those shareholders electing to purchase stock offered for sale under this part may purchase such portion of the shares offered as their stock ownership interest bears to the total stock ownership interest of all other stockholder who also elect to make such purchase under this part.

#### **ARTICLE V**

This corporation reserves the right to redeem all or such portion of its issued and outstanding stock as the Board of Directors may from time to time determine. The method of call, the manner of determining which stock shall be redeemed and the

purchase price at redemption, which price shall not be less than the book value of said stock as reflected on the corporate financial books and records, shall be specified in the By-Laws.

#### **ARTICLE VI**

The initial principle office of the corporation will be located at 1620 Medical Lane #227, Fort Myers, Florida 33907.

#### **ARTICLE VII**

The street address of the initial registered office of this corporation is 12151 Blasingim Road, Fort Myers, Florida 33912, and the name of the initial registered agent of this corporation shall be John Michael Woods.

#### **ARTICLE VIII**

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial director of this corporation is:

John Michael Woods  
12151 Blasingim Road  
Fort Myers, Florida 33912

#### **ARTICLE IX**

The name and address of the person signing these Articles of Incorporation is John Michael Woods, 12151 Blasingim Road, Fort Myers, Florida 33912.

#### **ARTICLE X**

No person shall be required to own, hold or control stock in this corporation as a condition precedent to holding an office in this corporation.

**ARTICLE XI**

The power to adopt, alter, amend or repeal By-Laws of this corporation shall be vested in the Board of Directors and the stockholders.

**ARTICLE XII**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the stockholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation at Fort Myers, Florida this 21<sup>st</sup> day of January 2003.

P. Dillon  
WITNESS

John Michael Woods  
JOHN MICHAEL WOODS

Patty O. Stratton  
WITNESS

STATE OF FLORIDA       )  
COUNTY OF LEE        )

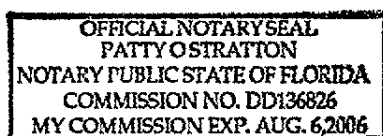
I HEREBY CERTIFY that on this day personally appeared **JOHN MICHAEL WOODS**, who is personally known to me/who has produced \_\_\_\_\_ as identification, and who acknowledged to me to be the individual described herein and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed same freely and voluntarily for the purposes therein expressed.

WITNESS my official hand and seal this 21<sup>st</sup> day of January 2003.

Patty O. Stratton  
Notary Public - State of Florida

My Commission Expires:

Patty O. Stratton  
Printed Notary Public



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMED AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST -- THAT FLORIDA WEST UNDERGROUND UTILITIES, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPLE PLACE OF BUSINESS AT 1620 MEDICAL LANE #227, FORT MYERS, FLORIDA 33907, STATE OF FLORIDA, HAS NAMED JOHN MICHAEL WOODS, LOCATED AT 12151 BLASINGIM ROAD, FORT MYERS, FLORIDA 33912, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE

John Michael Woods  
(Corporate Officer)

TITLE:

President

DATE:

1/21/03

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.

SIGNATURE:

John Michael Woods  
(Resident Agent)

DATE:

1/21/03

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TALLAHASSEE FLORIDA