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02-18-03  
T.B.

**KEVIN J. HUBBART & ASSOCIATES**  
Business Attorneys Working With Businesses and Entrepreneurs

February 11, 2003

Department of State  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399  
(850) 245-6052

Via Federal Express

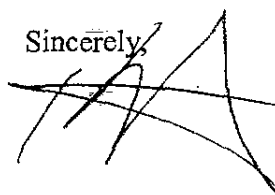
RE: Corporate Filings

Enclosed, please find Articles of Incorporation for the following companies:

- Bayside Property Holdings II, Inc.
- Vulcan Precision Industries, Inc.
- R & O Consulting, Inc.
- MacSub XI, Inc.
- MacSub XII, Inc.

In addition, also enclosed is a check for \$350.00, for the filing fee for all three companies. If you have any questions or if there is anything I can do for you, please do not hesitate to contact me.

Sincerely,



Kevin J. Hubbard

Enc. Articles of Incorporation (5)  
Check (1)

KJH/mtm

**ARTICLES OF INCORPORATION**  
**FOR**  
**Vulcan Precision Industries, Inc.**

**ARTICLE I**  
**NAME**

The name of the corporation shall be **Vulcan Precision Industries, Inc.**

**ARTICLE II**  
**NATURE OF BUSINESS**

The purpose of this corporation is to transact all lawful business.

**ARTICLE III**  
**CAPITAL STOCK**

The aggregate number of shares of stock which the corporation is authorized to issue is 100,000 shares. These shares shall be of a single class of common stock, and shall have a par value of \$0.001 per share.

**ARTICLE IV**  
**ADDRESS**

The street address of the initial registered office of the corporation, the initial principal place of business and initial mailing address shall be:

P.O. Box 1151  
Oldsmar, Florida 34677

and the name of the initial Registered Agent for the corporation is:

Kevin J. Hubbart, Esq.  
420 Park Place  
Suite 100  
Clearwater, Florida 33759

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STATE  
FLORIDA

## **ARTICLE V SPECIAL PROVISIONS**

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

## **ARTICLE VI TERM OF EXISTENCE**

This corporation shall exist perpetually.

## **ARTICLE VII LIMITATION OF LIABILITY**

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

## **ARTICLE VIII SELF DEALING**

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

The number of initial directors is one (1) and the name and address of the director is:

Russ Rogers

420 Park Place, Suite 100  
Clearwater, Florida 33759

**ARTICLE X  
INCORPORATOR**

The name and address of the incorporator is:

Kevin J. Hubbart, Esq.  
420 Park Place, Suite 100  
Clearwater, Florida 33759


IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on  
Tuesday, February 11, 2003.

Incorporator:

  
Kevin J. Hubbart

**ACCEPTANCE BY DESIGNATION  
REGISTERED AGENT / REGISTERED OFFICE**

I, the undersigned person, having been named as registered agent to accept the service of process for **Vulcan Precision Industries, Inc.** at the place designated in this statement, hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, I am familiar with and accept the obligations of my position as registered agent.

  
\_\_\_\_\_  
KEVIN J. HUBBART, Registered Agent  
Date: February 11, 2003