

P030000034912

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

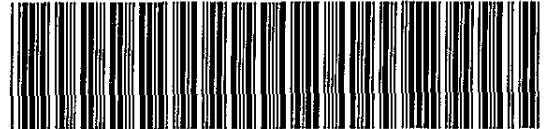
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



800012559368

02/20/03--01050--001 **70.00

W03-6524

3-27-03
D

Patricia A. Marando C.P.A., M.B.A., P.A.

Certified Public Accountant

2215 Fairview Rd.

Spring Hill, Fl. 34609

352-683-0818

Fax: 352-683-0818

E-mail: maracpa@msn.com

Member: American Institute of Certified Public Accountants

Florida Institute of Certified Public Accountants

Estate Planning Council of the Nature Coast

January 27, 2003


Florida Secretary of State
Division of Corporation Fees
PO Box 6327
Tallahassee, Fl 32314

Ladies and gentlemen:

I am enclosing Articles of Incorporation for **Orion Group of Fl. Inc** along with a check for \$70 payable to the Secretary of State.

In addition I am enclosing a self-addressed envelope for your convenience in notifying me of the registration of this corporation. Thank you for your attention in this matter.

Warmest Regards,


Patricia A. Marando
Certified Public Accountant

Enclosures



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

March 6, 2003

PATRICIA A MARANDO
2215 FAIRVIEW RD
SPRING HILL, FL 34609

SUBJECT: ORION GROUP ^{SE}~~OF FL~~ INC
Ref. Number: W03000006524

overnight
As we discussed
Pat M.
change to Orion
Group of SE Inc

We have received your document for ORION GROUP ^{SE}~~OF FL~~ INC and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

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.

The name of the entity must be identical throughout the document.

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) 245-6930.

Donna Graves
Document Specialist
New Filing Section

Letter Number: 303A00014274

**ARTICLES OF INCORPORATION
OF
Orion Group SE Inc**

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

Article 1 - Name

The name of the corporation is **Orion Group SE Inc**, (hereinafter, "Corporation").

Article 2 - Purpose of Corporation

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

Article 3 - Principal Office

The address of the principal office of this corporation is 6144 Kimball Ct., Spring Hill, Florida 34606 and the mailing address is the same.

Article 4 - Incorporator

The name and street address of the incorporator of this corporation is

Michael E. Jenkins
6144 Kimball Ct.
Spring Hill, Florida 34606

Article 5 - Officers

The officers of the Corporation shall be:

President: Michael E. Jenkins

Vice President: Michael E. Jenkins

Secretary: Michael E. Jenkins

Treasurer: Michael E. Jenkins

whose address shall be the same as the principal office of the Corporation.

Article 6 - Directors

The director(s) of the Corporation shall be:

Michael E. Jenkins

whose address shall be the same as the principal office of the Corporation.

Article 7 - Corporate Capitalization

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500) shares**

of common stock each having a par value of **ONE DOLLAR (\$1.00)**.

7.2 All holders of shares of common stock shall be identical with each other in every respect and the holders of the common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which shareholders have the right to vote.

7.3 All holders of shares of common stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.

7.4 No holder of the shares of stock of any class shall have preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.5 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.6 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

Article 8 - Shareholders' Restrictive Agreement

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and the transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any is on file at the principal office of the Corporation.

Article 9 - Powers of Corporation

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

Article 10 - Term of Existence

This Corporation shall have perpetual existence.

Article 11 - Registered Owner(s)

The Corporation, to the extent permitted by law shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

Article 12 - Registered Office and Registered Agent

The initial address of the registered office of this Corporation is 6144 Kimball Ct., Spring Hill, Florida 34606. The name and address of the registered agent of this Corporation is Michael E. Jenkins, 6144 Kimball Ct., Spring Hill, Fl. 34606.

Article 13 - Bylaws

The Board of Director(s) of the Corporation shall have the power, without the assent or vote of the shareholders, to make, alter, amend, or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

Article 14 - Effective Date

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

Article 1 - Amendment


The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject of this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 2-21-2003.
Date


Michael E. Jenkins, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Michael E. Jenkins, having an office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligation of the position of the Registered Agent under the applicable provisions of Florida Statutes.

By: 
Michael E. Jenkins

Minutes
of
Orion Group SE Inc

**Waiver of notice of
The First Meeting of Incorporators
of
Orion Group SE Inc**

We, the undersigned, being all of the Incorporators named in the Articles of Incorporation of, Orion Group SE Inc, do hereby waive all notice of the first meeting of Incorporators of said corporation, and do hereby agree and consent that the 15th day of January, 2003 at 11:00am, be and the same hereby fixed as time and the Corporate address, 6144 Kimball Ct., Spring Hill, Florida 34606 as the place for holding the same; and that such business may be transacted thereat as may lawfully come before said meeting

Dated:



Michael E. Jenkins, Incorporator

**Minutes
of
The First Meeting of Minutes of Incorporators
Of
Orion Group SE Inc**

Held at 6144 Kimball Ct., Spring Hill, Florida 34606 on the 15th day of January, 2003 at 11:00 AM, Michael E. Jenkins, an incorporator listed in the Articles of Incorporation of this corporation called the meeting to order.

On a motion duly made and seconded, and carried, Michael E. Jenkins was elected Chairman of the meeting, and Michael E. Jenkins , Secretary thereof.

The Chairman and Secretary accepted their respective offices, and proceeded with the discharge of their duties.

The following, being all of the Incorporators to the Articles of Incorporation were present in person:

Name & Address:

Michael E. Jenkins
6144 Kimball Ct.
Spring Hill, Fl 34606

A waiver of notice of the time and place of holding the present meeting, signed by all Incorporators of this corporation was then presented and read by the Secretary, and the same was ordered filed and spread at length upon the minutes.

The Secretary then presented and read to the meeting a copy of the Articles of Incorporation of the Corporation and reported that on November 15, 2002 the original there of was filed in the office of the Secretary of the State, that the filing fees and taxes have been paid, and on the motion duly made and carried, it was

RESOLVED, that said report be accepted as correct and the Secretary is directed to spread a copy of said Articles of Incorporation and receipt at length upon these minutes.

The Incorporators then tendered their resignations as Directors and Officers of the Corporation named in the Articles of Incorporation, effective immediately upon the adjournment of this meeting, and upon motion duly made, seconded, and

unanimously adopted, said resignations were accepted and ordered spread upon the minutes.

Upon motion duly made, seconded, and unanimously carried, it was

RESOLVED, That this Corporation shall have a Board of Directors consisting of two members.

Upon motion duly made, seconded, and unanimously carried, the following named persons were elected as Directors of the Corporation to serve until the next annual meeting of the Stockholders or until their successors are duly elected and qualified:

Michael E. Jenkins

A discussion was held among the Incorporators pursuant to Florida Statute 199.057, relative to the merits of the Corporation paying the annual intangible tax on all classes of its stock, as agents for its Shareholders holding such stock.

Upon motion duly made, seconded, carried, it was,

RESOLVED, that in accordance with Florida Statute 199.057, every Corporation qualified to do business in Florida may elect each year to pay annual intangible tax on any class of stock as agent for its Florida stockholders holding such stock, therefore this Corporation may elect annually on or before March 1 of each and every year whether or not to pay intangible tax on behalf of its Florida shareholders. The Directors of the Corporation are hereby instructed to give notice to the Corporation's Florida Shareholders of the foregoing.

Upon motion duly made, seconded and unanimously carried, it was

RESOLVED, that Patricia A. Marando CPA of Patricia A. Marando CPA, MBA, P.A. shall be retained as Accountant for the purpose of completing and submitting to the Internal Revenue Service form SS-4 Application for Employer Identification Number.

Upon motion duly made, seconded and unanimously carried, it was

RESOLVED, that the above - named directors of this corporation be promptly notified of their election and requested to meet at their earliest

opportunity after the adjournment of this meeting to elect the officers of the corporation and to take such action as may be deemed necessary to complete the organization of the corporation.

Upon motion duly made, seconded and unanimously carried, it was

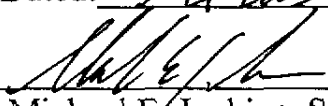
RESOLVED, that the board of directors be and they are hereby authorized to issue all of the unsubscribe capital stock of this corporation at such time and in such amounts as shall be determined by the board, and to accept in payment thereof of money, labor done, labor for future services, or such property as the board of directors may determine be necessary of the use and lawful purpose of the corporation.

The Chairman then submitted for the consideration of the meeting as a set of proposed By-Laws and stated that the same had been prepared by himself for the corporation in accordance with the instructions of the Incorporators.

The same was taken up, read, and considered, clause by clause, and adopted as the By-Laws of the Corporation.

On motion duly made, seconded and unanimously carried, it was directed to append the said BY-Laws at length in the minute book.

There being no further business before the meeting, the same was, on motion, duly adjourned.

Dated: 3-21-2003


Michael E. Jenkins, Secretary