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LON WORTH CROW, IV

ATTORNEY AND COUNSELOR AT LAW

POST OFFICE BOX 1880
14 SOUTH LAKE AVENUE
AVON PARK, FL 33825
FAX (863) 453-0480

SEBRING
(863) 382-2374

AVON PARK
(863) 453-7509

March 31, 2003

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

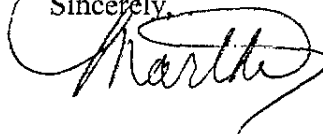
**Re: Incorporation
Kelley Pool & Spa, Inc.**

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation for Kelley Pool & Spa, Inc., and payment in the amount of \$122.50. Once processed, please return the corporate documents to this office.

Thank you for your assistance in this matter. Do not hesitate to contact me with any questions.

Sincerely,



Martha L. Cabot
Case Manager

/mlc
enclosure

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CLERK OF THE CIRCUIT COURT
STATE OF FLORIDA

**ARTICLES OF INCORPORATION
OF
KELLEY POOL & SPA, INC.**

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida as follows:

ARTICLE I

Name and Address

The name of this Corporation is **KELLEY POOL & SPA, INC.** The street address of the Corporation is: 1501 Mulligan Road, Sebring, Florida 33870.

ARTICLE II

Term of Existence

This Corporation shall have perpetual existence, commencing upon filing of these articles of incorporation with the Florida Secretary of State.

ARTICLE III

Purpose

This Corporation is organized for the purpose of transacting any and all lawful business, including the construction and sale of pools, spas, and related equipment.

ARTICLE IV

Powers

The Corporation shall have the power: —

- (a) To have perpetual succession by its corporate name.
- (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.

(c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(h) To make contracts and guaranties and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act within or without the State of Florida.

(k) To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.

(l) To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of this state, for the administration and regulation of the affairs of the Corporation.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(o) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans and other incentive and compensation plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

(p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(q) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

(r) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V

Capital Stock

This Corporation is authorized to issue 1000 shares of \$1.00 par value common stock, which shall be designated Common Shares.

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 1501 Mulligan Road, Sebring, Florida 33870, and the name of its initial registered agent at such address is Herbert M. Kelley.

ARTICLE VII

Board of Directors

This Corporation shall have two (2) directors. The number of directors may be either increased or diminished from time to time as provided in the Corporation's Bylaws, but shall never be less than one (1). The initial directors shall be: Herbert M. Kelley, 1501 Mulligan Road, Sebring, Florida 33870 and Sandra S. Kelley, 1501 Mulligan Road, Sebring, Florida 33870.

ARTICLE VIII

Incorporator

The name and address of the person signing these Articles and serving as the sole incorporator is:

<u>Name</u>	<u>Address</u>
Herbert M. Kelley	1501 Mulligan Road Sebring, Florida 33870

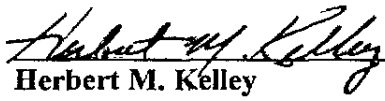
ARTICLE IX
Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors of this Corporation.

ARTICLE X
Amendment

These Articles of Incorporation may be amended in the manner provided by law.

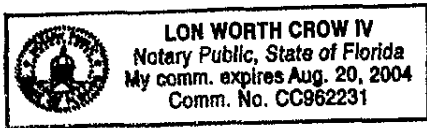
IN WITNESS WHEREOF, the undersigned sole incorporator executed these Articles of Incorporation, this 27 day of March 2003. _____


Herbert M. Kelley
Sole Incorporator

STATE OF FLORIDA
COUNTY OF HIGHLANDS

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State and County aforesaid to administer oaths and to take acknowledgments, personally appeared **HERBERT M. KELLY** ~~to me known or who presented~~ _____ as identification and who executed the foregoing instrument for the purposes described therein and who did/did not take an oath.

WITNESS my hand and official seal in the State and County last aforesaid this 27th day of March, 2003.



(SEAL)



NOTARY PUBLIC


State of:

Printed Name: Lon Worth Crow IV

My Commission Expires

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within Corporation, at the place designated herein, 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.


Herbert M. Kelley

Dated this 27 day of March 2003.