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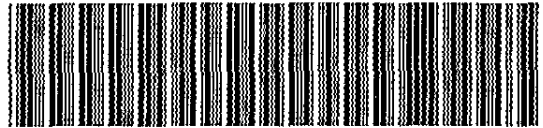
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TALLAHASSEE, FLORIDA

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*Charlie J. Gillette, Jr., P.A.*

ATTORNEY & COUNSELOR AT LAW  
www.GilletteLaw.com

603 North Market Street  
Jacksonville, Florida 32202  
Phone: (904) 358-1304  
Facsimile: (904) 355-1483

2526 Norwich Street  
Brunswick, Georgia 31520  
Phone: (912) 554-1844

CHARLIE J. GILLETTE, JR., ESQ.  
Licensed in FL and GA

Please Reply To: Jacksonville

May 23, 2003

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

RE: D & G HOLDINGS, INC. of north Florida, Inc.

Dear Sirs:

Please find enclosed an original and two (2) copies of the articles of incorporation for the above referenced corporation. We have also enclosed firm check # 5256 in the amount of \$87.50 for the filing fee, Certified Copy and Certificate of Status.

If there are any questions or concerns please contact our office at our Jacksonville location.

Sincerely,

CHARLIE J. GILLETTE, JR.

CJGJR/rw

Enclosures

ARTICLES OF INCORPORATION SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

OF

**D & G HOLDINGS OF NORTH FLORIDA, INC.**

The undersigned, desiring to form a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation.

**ARTICLE I: NAME**

The name of the corporation is **D & G HOLDINGS OF NORTH FLORIDA, INC.**

**ARTICLE II: PRINCIPAL OFFICE**

The street address of the principal office is 10884 Naples Court, Jacksonville, Florida 32218.

The mailing address of **D & G HOLDINGS OF NORTH FLORIDA, INC.**, is P.O. Box 77327, Jacksonville, Florida 32226-7327.

**ARTICLE III: PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV: SHARES**

(a) Authorized Shares. This corporation is authorized to issue one hundred shares of stock all of which will be of the same class. The par value shall be \$1.00 per share. Initially, the corporation shall issue 40 shares to Patrick D. Griggs and 60 shares to Damien K. Dempsey.

From time to time, the number of shares authorized to be issued may be increased by by-laws adopted by the shareholders.

(b) Preemptive Rights. Shareholders shall have preemptive rights pursuant to any existing agreement or any agreement that may be entered into in the future.

(c) Capital Stock. The capital of the corporation shall be at least equal to the sum of the aggregate par value of all issued shares having par value, plus such amounts as, from time to time, by resolution of the Board of Directors, may be transferred thereto.

(d) Voting. Each share of common stock shall have equal and full voting powers and rights, and the holders of record thereof shall be entitled to one vote for each share so held. At all meetings of shareholders a majority in number of shares entitled to vote at such meetings, present either in person or represented by proxy, shall constitute a quorum.

(e) Corporate Liquidation and Dissolution. In the event of voluntary liquidation,

dissolution or winding up of the corporation, the holders of record of the common stock shall be entitled to receive distribution, ratable, of the remaining assets of the corporation.

(f) Cumulative Voting. Cumulative voting shall not be permitted.

(g) Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as allowed by law.

(i) Transferability. The transferability of all issued and outstanding stock shall be governed by a separate Shareholder Agreement.

#### ARTICLE V: INITIAL DIRECTORS

(a) Number. The corporation shall have two (2) directors initially. The number of directors may be increased from time to time by bylaws adopted by the shareholders.

(b) Initial Board of Directors. The names and addresses of the directors, until the first annual meeting of the shareholders, is as follows:

Patrick Griggs	10884 Naples Court Jacksonville, FL 32218
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Damien K. Dempsey	11039 Traci Lynn Drive Jacksonville, FL 32218
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(c) Compensation. The board of directors is hereby specifically authorized to make provision 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 director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

(d) Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

#### ARTICLE VI: INITIAL OFFICERS

The names, addresses and title of the initial officers of **D & G HOLDINGS OF NORTH FLORIDA, INC.** are:

(a) Damien K. Dempsey, 11039 Traci Lynn Drive, Jacksonville, Florida 32218, Chief Executive Officer and President.

Executive Officer and Vice-President.

(c) Ann Reynolds, 11039 Traci Lynn Drive, Jacksonville, Florida 32218, Secretary and Treasurer.

#### **ARTICLE VII: INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 10884 Naples Court, Jacksonville, Florida 32218 and the name of the initial registered agent of this corporation at the address is Patrick D. Griggs.

#### **ARTICLE VIII: BYLAWS**

The initial bylaws of this corporation shall be adopted by the 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 directors.

#### **ARTICLE IX: DURATION**

This corporation shall exist perpetually.



#### **ARTICLE X: INCORPORATORS**

The name and street address of the incorporators of this corporation are:

Damien K. Dempsey	11039 Traci Lynn Drive Jacksonville, Florida 32225
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Patrick Griggs	10884 Naples Court Jacksonville, FL 32218
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**IN WITNESS WHEREOF**, I have made, signed and hereby acknowledge these Articles of Incorporation as of this 16th day of May, 2003.


	_____
DAMIEN K. DEMPSEY	
	_____
PATRICK GRIGGS	

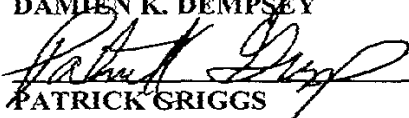
#### **CERTIFICATE OF DESIGNATION**

Registered Agent/Registered Office

Pursuant to the provisions of Section 607.0501 Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office/Registered Agent in the State of Florida:

1. The name of the corporation is **D & G HOLDINGS OF NORTH FLORIDA, INC.**
2. The name of the Registered Agent is Patrick D. Griggs. The street and mailing address of the Registered Office is 10884 Naples Court, Jacksonville, Florida 32218.

  
\_\_\_\_\_  
**DAMIEN K. DEMPSEY**

  
\_\_\_\_\_  
**PATRICK GRIGGS**

Prepared by:  
Charlie J. Gillette, Jr., P.A.  
603 North Market Street  
Jacksonville, FL 32202  
(904) 358-1304