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SECRETARY OF STATE
TALLAHASSEE FLORIDA

(Requestor's Name)

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(Business Entity Name)

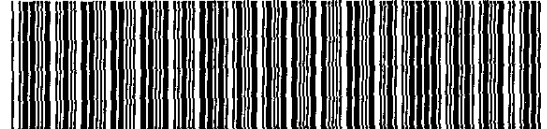
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06/23/03--01082--004 **78.75



Alan D. Henderson
Frank R. Keasler Jr.

June 20, 2003

Robert H. Sturgess
Douglas R. Maxwell

VIA FEDERAL EXPRESS
AIRBILL # 840019904986

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

Re: ICF Walls of Florida, Inc.

Dear Madam/Sir:

Enclosed for filing are the Articles of Incorporation and Designation of and Acceptance by Registered Agent regarding the above referenced corporation. In this regard, please accept our firm's check in the amount of \$78.75 for filing fees as follows:

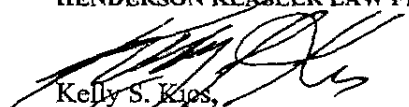
Articles of Incorporation:	\$35.00
Designation of Registered Agent:	35.00
Certified Copy of Articles of Incorporation:	<u>8.75</u>

TOTAL: \$ 78.75

Please acknowledge receipt of these documents by date stamping the enclosed copy of this letter and returning same with the Certified Copy of the Articles of Incorporation.

If you have any questions in this regard contact our firm.

Sincerely,
HENDERSON KEASLER LAW FIRM



Kelly S. Kjos,
Paralegal to Frank R. Keasler, Jr., Esq.

KK/k

Enclosures

cc: ICF Walls of Florida, Inc.

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EXECUTION COPY
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
ICF WALLS OF FLORIDA, INC.

The undersigned hereby files these Articles of Incorporation for the purpose of becoming a corporation for profit under the laws of the State of Florida.

ARTICLE I.

The name of the Corporation shall be: **ICF WALLS OF FLORIDA, INC.**

ARTICLE II.

The general nature of the businesses to be transacted by the Corporation shall be to engage in the business of erecting or altering, under contract or otherwise, houses, churches, school houses, office buildings, manufacturing plants, public buildings, and all other buildings of whatever name or nature; to make estimates on and bid for the construction of such buildings and to do every act and thing commonly done by building contractors; to buy, sell, and deal in building materials including but not limited to foam block products and to acquire, use, employ, sell and deal in all suitable means, apparatus, machinery, contrivances, equipment, and facilities for prosecuting its business.

IN GENERAL, and in connection with the foregoing, the Corporation shall enjoy and may use, exercise and apply all the powers of like corporations conferred by the corporation laws of the State of Florida.

ARTICLE III.

The maximum number of shares of capital stock that the Corporation is authorized to have outstanding at any time shall be fifty thousand (50,000) shares of Class A Voting Common Stock with a par value of One Cent (\$.01) per share, and fifty thousand (50,000) shares of Class B Non-Voting Common Stock with a par value of One Cent (\$.01) per share. All stock issued shall be paid fully and non-assessable.

ARTICLE IV.

The principal office of this Corporation shall be 212 Settlers Row, Ponte Vedra Beach, Florida 32082.

ARTICLE V.

The street address of the initial registered office of this Corporation in Florida shall be Henderson Keasler Law Firm, P.A., 4309 Pablo Oaks Court, Suite Five, Jacksonville, Florida 32224, and its initial registered agent at that address shall be **Frank R. Keasler, Jr.** The registered office and registered

agent of the Corporation may be changed from time to time upon notification to the proper authorities.

ARTICLE VI.

There shall be no Board of the Directors of this Corporation as it shall be a shareholder managed Corporation.

ARTICLE VII.

The name of the subscriber of these Articles of Incorporation is Frank R. Keasler, Jr. whose street address is 4309 Pablo Oaks Court, Suite Five, Jacksonville, Florida 32224

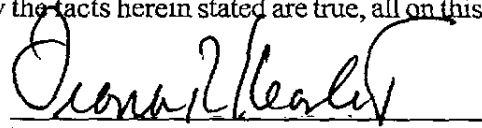
ARTICLE VIII.

This Corporation reserves the right to amend, alter, change or repeal any provisions contained herein in the manner now or hereafter prescribed by law, and all rights conferred on Shareholders herein are granted subject to this reservation.

ARTICLE IX.

The date corporate existence begins shall be July 1, 2003. This election is pursuant to Florida Statute 607.0203.

IN WITNESS WHEREOF, the undersigned subscribing Incorporator executed these Articles of Incorporation for the purpose of forming this Corporation under the laws of the State of Florida, and does hereby make, subscribe, acknowledge and file in this office of the Secretary of State, State of Florida, these Articles of Incorporation and do certify the facts herein stated are true, all on this 19th day of June, 2003.


FRANK R. KEASLER, JR.

FILED

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

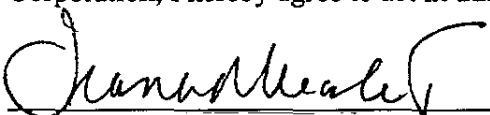
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CLERK OF STATE
TALLAHASSEE FLORIDA

In pursuance of Section 607.0501 of the Florida Statutes, the following is submitted in compliance with the Florida Business Corporation Act:

ICF WALLS OF FLORIDA, INC., desiring to organize under the Laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation in Jacksonville, Duval County, State of Florida, named **Frank R. Keasler, Jr.**, located at Henderson Keasler Law Firm, P.A., 4309 Pablo Oaks Court, Suite Five, Jacksonville, Duval County, Florida 32224, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Being named to accept service of process for the above stated Corporation at place designated in this certificate, and being familiar with the duties and responsibilities as registered agent for said Corporation, I hereby agree to act in this capacity and to comply with the provisions of said Act.



By: **Frank R. Keasler, Jr.**, Registered Agent