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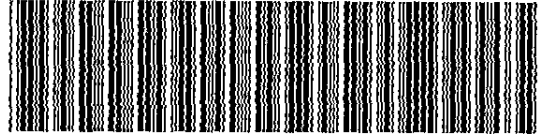
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SECOND JURY OF STATE  
TALLAHASSEE FLORIDA

FILED

GF  
7/8/03

W03-11790

GF  
4/24

# ALLBRITTON AND GANT

ATTORNEYS AND COUNSELORS AT LAW

JOHN LEWIS ALLBRITTON  
FREDERICK J. GANT\*

\*FLORIDA & ALABAMA BAR

322 WEST CERVANTES STREET  
POST OFFICE BOX 12322  
PENSACOLA, FLORIDA 32591  
(850) 433-3230  
FAX (850) 434-8158

February 27, 2003

Secretary of State  
State of Florida  
Tallahassee, Florida 32301

Re: Dwellings, Inc.

Dear Madam/Sir:

Enclosed please find the Articles of Incorporation to be filed along with my check in the amount of \$122.50 which represent filing fees. Once the document is filed, please return to this office.

If you have any questions, please do not hesitate to give me a call.

Sincerely,



FREDERICK J. GANT

FJG/tlr  
Enclosures

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2003 JUL -3 PM 2:04  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

FILED

2003 JUL -3 PM 2:04

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

June 18, 2003

FREDERICK J. GANT, ESQ.  
POST OFFICE BOX 12322  
PENSACOLA, FL 32591

SUBJECT: PADS, INC.  
Ref. Number: W03000011790

We have received your document for PADS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.**

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) 245-6973.

Claretha Golden  
Document Specialist  
New Filings Section

Letter Number: 403A00037508

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

2003 JUL -3 PM 2:04

FOR

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

PLACES, INC.,

A CORPORATION FOR PROFIT

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

**FIRST:** The name of the corporation is **PLACES, INC.**

**SECOND:** The period of duration of the corporation is perpetual.

**THIRD:** The purpose or purposes for which the corporation is organized is to engage in economic development including but not limited to business creation, construction services and all type business the corporation is duly licensed and/or authorized.

**FOURTH:** Authorized Shares. 100 shares of capitol stock at \$1.00 per share (\$1.00 par value).

**Initial Issues.** 100 shares at \$1.00 par value, with Stock Limitations: Right of First Refusal.

**States Capital.** The sum of the par value of all shares of Capital Stock of the corporation that have been issued shall be stated capital of the corporation at any particular time

**Restriction on Transfer of Shares.** None of the shareholders of the corporation shall make any transfer of stock unless he or she shall have first offered those shares to the corporation and to the other shareholders of the corporation in the manner and to the extent hereafter set forth.

A. Every offer shall be in writing.

B. The corporation shall have a prior option to purchase the stock by notice of acceptance to offeror within thirty (30) days after notice of transfer. Upon failure of the corporation to exercise

its options to so purchase the shares of the stock, the non-offering shareholders of the corporation shall have the option exercisable within forty-five (45) days of notice of the offer of transfer of stock to purchase the stock in the proportion in which the stock then owned by each of them bears to all issued and outstanding stock of the corporation, excluding the stock of the offeror and that of his spouse or his children. The option granted under this paragraph may be exercised by the corporation or purchasing shareholder by giving written notice to the offeror of their intention to exercise the option, within the period of time specified.

C. This agreement shall be binding upon the heirs, guardians, personal representatives and assigns of each of the shareholders.

**Dividends.** The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

**FIFTH:** The County in the State of Florida where the principal office for the transaction of the business of this corporation is to be located is 36 Clarinda Lane, Pensacola, Florida 32505.

**SIXTH:** The name and address of the initial registered agent is **FREDERICK J. GANT**, 322 W. Cervantes Street, Pensacola, Florida 32501.

**SEVENTH:** The Board of Incorporators shall consist of not more than seven (7) members and not less than three (3) members, who need not be resident of the State of Florida or shareholders of the corporation.

**EIGHTH:** The name and address of the person who will serve as Officers until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, is as follows:

**FREDDIE L. WEATHERSPOON**, President

36 Clarinda Lane

**VALERIE A. WOMACK**, Secretary/Treasurer

960B West Hope Drive  
Pensacola, Florida 32534

**TANIGE T. JONES**, Board Member

640 Smiley Avenue  
Pensacola, Florida 32514

**MARK COTTON**, Board Member

2068 Sequoia Circle  
Pensacola, Florida 32526

**CALANDRA M. WIGGIN**, Board Member

1201 E. Gadsden Street, #109  
Pensacola, Florida 32501

**EIGHTH:** The name and address of the initial incorporator is **FREDDIE L. WEATHERSPOON**, 36 Clarinda Lane, Pensacola, Florida 32505.

**NINTH:** A majority of the stockholders of the corporation shall be required for any shareholder action.

**TENTH:** The shareholders shall have the power to amend, adopt, alter, change, or repeal the Articles of Incorporation when proposed or approved at a shareholders meeting, with not less than a two-thirds vote of the common stock.

**IN WITNESS WHEREOF**, the undersigned has made and subscribed of these Articles of Incorporation at Pensacola, Escambia County, Florida, on this 13<sup>th</sup> day of May, 2003.

  
**FREDDIE L. WEATHERSPOON**

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, 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.

  
FREDERICK J. GANT

STATE OF FLORIDA

COUNTY OF ESCAMBLA

BEFORE ME, the undersigned authority, personally appeared, FREDDIE L. WEATHERSPOON, to me well known and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed the foregoing Articles for the purposes therein stated.

WITNESS my hand and seal on the 13<sup>th</sup> day of May, 2003.



  
NOTARY PUBLIC  
My Commission Expires:

THIS INSTRUMENT PREPARED BY:

FREDERICK JEROME GANT, ESQUIRE  
ALLBRITTON & GANT  
322 West Cervantes Street  
Post Office Box 12322  
Pensacola, Florida 32581  
(850) 433-3230

**FILED**  
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CLERK OF STATE  
TALLAHASSEE FLORIDA