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22M 013

## CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

The Magson Company

Signature \_\_\_\_\_

Requested by: RLW 9/3

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

- ☒ Art of Inc. File \_\_\_\_\_
- \_\_\_\_\_ LTD Partnership File \_\_\_\_\_
- \_\_\_\_\_ Foreign Corp. File \_\_\_\_\_
- \_\_\_\_\_ L.C. File \_\_\_\_\_
- \_\_\_\_\_ Fictitious Name File \_\_\_\_\_
- \_\_\_\_\_ Trade/Service Mark \_\_\_\_\_
- \_\_\_\_\_ Merger File \_\_\_\_\_
- \_\_\_\_\_ Art. of Amend. File \_\_\_\_\_
- \_\_\_\_\_ RA Resignation \_\_\_\_\_
- \_\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_
- \_\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_
- ☒ Cert. Copy \_\_\_\_\_
- \_\_\_\_\_ Photo Copy \_\_\_\_\_
- \_\_\_\_\_ Certificate of Good Standing \_\_\_\_\_
- \_\_\_\_\_ Certificate of Status \_\_\_\_\_
- \_\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_
- \_\_\_\_\_ Corp Record Search \_\_\_\_\_
- \_\_\_\_\_ Officer Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Owner Search \_\_\_\_\_
- \_\_\_\_\_ Vehicle Search \_\_\_\_\_
- \_\_\_\_\_ Driving Record \_\_\_\_\_
- \_\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Search \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_
- \_\_\_\_\_ Courier \_\_\_\_\_

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## ARTICLES OF INCORPORATION

OF

### THE MAGSON COMPANY

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THE UNDERSIGNED HEREBY MAKE, SUBSCRIBE, ACKNOWLEDGE AND FILE THIS CERTIFICATE FOR THE PURPOSE OF BECOMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

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#### ARTICLE I: NAME

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The name of this corporation is **THE MAGSON COMPANY**

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#### ARTICLE II: PURPOSE

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This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

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#### ARTICLE III: CAPITAL STOCK

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The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 1000 Shares of Common Stock of One Dollar and NO/100 (\$1.00) Dollar per share par value.

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#### ARTICLE IV: DURATION

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This corporation is to exist perpetually.

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## **ARTICLE V: PRINCIPAL OFFICE AND REGISTERED AGENT**

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The principal office of the corporation shall be located at 5805 Thoreau Place, Lithia, Florida 33547.

The name and street address of the initial registered agent of the corporation in the State of Florida is:

**Jeffrey M. Lasman, Esquire  
Lasman & Associates, P.A.  
115 Providence Road  
Brandon, Florida 33511**

The Board of Directors may, from time to time, appoint a substitute registered agent and move the registered office or the principal office, or both, to any other address in the State of Florida.

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## **ARTICLE VI: INITIAL BOARD OF DIRECTORS**

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This corporation shall have one (1) or more director(s) as provided by the By-Laws. Initially, this corporation shall have four (4) Directors, the names of whom are as follows:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
<b>KAREN M. MAGUIRE</b>	5805 Thoreau Place Lithia, Florida 33547
<b>KEN NELSON</b>	1230 Strathmore Drive Southlake, Texas 76092
<b>SHARON NELSON</b>	1230 Strathmore Drive Southlake, Texas 76092
<b>TIMOTHY R. MAGUIRE</b>	5805 Thoreau Place Lithia, Florida 33547

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## ARTICLE VII: OFFICERS

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The names and addresses of the officers of this corporation are as follows:

<u>NAME AND OFFICE</u>	<u>ADDRESS</u>
<b>KAREN MAGUIRE</b> President	5805 Thoreau Place Lithia, Florida 33547
<b>KEN NELSON</b> Vice President	1230 Strathmore Drive Southlake, Texas 76092
<b>SHARON NELSON</b> Secretary	1230 Strathmore Drive Southlake, Texas 76092
<b>TIMOTHY R. MAGUIRE</b> Treasurer	5805 Thoreau Place Lithia, Florida 33547

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## ARTICLE VIII: COMMENCEMENT OF CORPORATE EXISTENCE

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The existence of this corporation shall commence upon filing with the Secretary of State's office.

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## ARTICLE IX: INDEMNIFICATION

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The corporation shall indemnify all directors and officers, whether or not then in office, who are or become a party, or are threatened to be made a party, to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative by reason of the fact that such person is or was a director or officer, or is or was serving at the request of the corporation as an officer or director against expenses (including attorneys' fees, including hourly charges for paralegals and other staff members

operating under the supervision of an attorney, whether at trial or appeal), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, including any appeal thereof; provided, however, that there shall be no indemnification against gross negligence or willful misconduct.

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#### **ARTICLE X: BY-LAWS**

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The initial By-Laws shall be adopted by the Board of Directors. The power to alter, amend or repeal the By-Laws or adopt new By-Laws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

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#### **ARTICLE XI: AMENDMENT**

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The right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, is reserved to the Board of Directors and the Shareholders as specified under the laws of Florida.

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#### **ARTICLE XII: INCORPORATOR**

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The names and addresses of the Incorporators of this corporation are:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
<b>TIMOTHY R. MAGUIRE</b>	5805 Thoreau Place Lithia, Florida 33547
<b>KAREN M. MAGUIRE</b>	5805 Thoreau Place Lithia, Florida 33547

IN WITNESS WHEREOF, these Articles of Incorporation have been signed, as  
Incorporators, by: **TIMOTHY R. MAGUIRE** and **KAREN M. MAGUIRE**.

Dated this 25<sup>th</sup> day of August, 2003.

  
TIMOTHY R. MAGUIRE

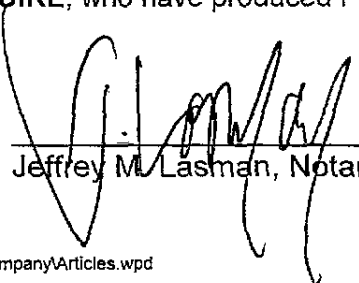
  
KAREN M. MAGUIRE

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 25<sup>th</sup> day of August, 2003, by  
**TIMOTHY R. MAGUIRE** and **KAREN M. MAGUIRE**, who have produced Florida Driver Licenses  
as identification.



**JEFFREY M. LASMAN**  
COMMISSION # DD 063626  
EXPIRES OCT. 22, 2005  
BONDED THROUGH  
ATLANTIC BONDING CO., INC.

  
Jeffrey M. Lasman, Notary Public

**CERTIFICATE OF DESIGNATION REGISTERED  
AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA 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: **THE MAGSON COMPANY, a Florida corporation.**
2. The name and address of the registered agent and office is:

**Jeffrey M. Lasman, Esquire  
Lasman & Associates, P.A.  
115 Providence Road  
Brandon, Florida 33511**

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*



\_\_\_\_\_  
Jeffrey M. Lasman

\_\_\_\_\_  
August , 2003  
(Date)

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