

PO3000104250

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

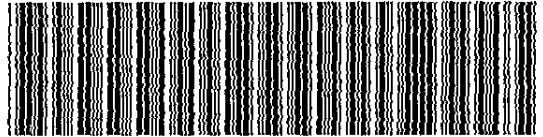
(Document Number)

Certified Copies _____

Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



800022411588

09/23/03--01023--016 **78.75

FILED

03 SEP 23 PM 12:26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

bm 9/23

CAPITAL CONNECTION, INC.

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

Bove Group Inc

Signature _____

Requested by: _____

Name _____

Date

9/23/03

Time

9:50

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 _____

ARTICLES OF INCORPORATION

OF

BOVE GROUP, INC.

The undersigned, for the purpose of forming a corporation under the provisions of Chapter 607 of the Florida Statutes, hereinafter referred to as the Corporation, hereby agrees to the following:

ARTICLE I
NAME

The name of the Corporation shall be BOVE GROUP, INC.

ARTICLE II
PURPOSE

Section 1. The Corporation is organized for the purpose of engaging in any and all lawful activity or business for which corporations may be incorporated under the laws of the State of Florida.

Section 2. The Corporation may exercise all powers, rights, and privileges conferred on corporations pursuant to the laws of the State of Florida.

ARTICLE III
CAPITAL STOCK

The Corporation is authorized to issue one hundred (100) shares of common stock having a par value of \$0.01 per share.

ARTICLE IV
TERM OF EXISTENCE

The Corporation shall have perpetual existence.

FILED
03 SEP 23 PM 12:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of the Corporation is 7362 Sawgrass Point Drive, Pinellas Park, Florida 33782, and the name of the initial registered agent of the Corporation at that address is Richard X. Bove and the address of the registered agent is 7362 Sawgrass Point Drive, Pinellas Park, Florida 33782.

ARTICLE VI
BOARD OF DIRECTORS

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

Section 2. The Corporation shall have two (2) directors initially. The number of Directors shall be as provided in the Bylaws of the Corporation, but shall never be less than one (1).

Section 3. Directors shall be elected and hold office as provided in the Bylaws.

ARTICLE VII
INITIAL DIRECTORS

The names and addresses of the initial Directors of the Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Richard X. Bove	7362 Sawgrass Point Drive Pinellas Park, Florida 33782
Christel I. Bove	7362 Sawgrass Point Drive Pinellas Park, Florida 33782

ARTICLE VIII
INCORPORATORS

The name and address of the person signing these Articles of Incorporation is:

NAME

Richard X. Bove

ADDRESS

7362 Sawgrass Point Drive
Pinellas Park, Florida 33782

ARTICLE IX
BYLAWS

Section 1. The Board of Directors shall adopt Bylaws for the Corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend, or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws.

Section 3. Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended, or repealed; provided, however, that any Bylaws adopted by the shareholders may provide that it shall be altered, amended, or repealed only by the shareholders.

ARTICLE X
AMENDMENTS

Section 1. The power to amend these Articles of Incorporation may be exercised by the Board of Directors, without action of the shareholders, for matters specified by law that do not affect the substantive rights of the shareholders of the Corporation.

Section 2. The power to amend these Articles of Incorporation may be exercised by the Board of Directors, with action of the shareholders, as follows:

A. The Board of Directors shall recommend the proposed amendment to the

shareholders, unless the Board of Directors determines that because of a conflict of interest or other special circumstances it should make no recommendation and communicates the basis for its determination to the shareholders with the amendment.

B. The proposed amendment shall be submitted to the shareholders and shall be adopted and approved by the shareholders in accordance with the following:

1. The proposed amendment shall be adopted at a meeting of the shareholders, where proper notice thereof has been sent to each shareholder, whether or not entitled to vote, where states that the purpose or one of the purposes of the meeting is to consider the proposed amendment and is accompanied by a copy or summary of the proposed amendment, and where, at such meeting, such proposed amendment receives the affirmative vote of the holders of a majority of the shares entitled to vote thereon (or such greater or lesser number as is required or permitted by law); or
2. The proposed amendment shall be adopted in an action taken by the shareholders without a meeting, without prior notice, and without a vote, if the action is evidenced by one or more written consents describing the action taken, dated and signed by approving shareholders having the requisite number of votes to adopt the proposed amendment and delivered to the Corporation in accordance with applicable law.

Section 3. The power to amend these Articles of Incorporation may be exercised by the shareholders, without an act of the Board of Directors, if there are thirty-five (35) or fewer shareholders and the proposed amendment is approved by the shareholders in accordance with one of the procedures specified in paragraph B.1 or 2 of Section 2 above.

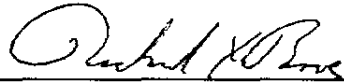
Section 4. If no shares have been issued, the power to amend these Articles of Incorporation may be exercised as provided by law by the Board of Directors or the incorporators.

ARTICLE XI
ELECTIONS REGARDING CERTAIN
PROVISIONS OF THE FLORIDA STATUTES

Section 1. Pursuant to Section 607.0901 of the Florida Statutes, unless certain conditions are satisfied or unless these Articles of Incorporation contain a provision expressly electing not to be governed by Section 607.0901, an affiliated transaction shall only be approved by an affirmative vote of the holders of two thirds (2/3) of the voting shares other than the shares beneficially owned by the interested shareholder. For purposes of this Corporation, Section 607.0901 of the Florida Statutes shall not apply.

Section 2. Pursuant to Section 607.0902 of the Florida Statutes, unless otherwise provided in these Articles of Incorporation or Bylaws of this Corporation before a control-share acquisition has occurred, in the event control shares acquired in a control-share acquisition are accorded full voting rights and the acquiring person has acquired control shares with a majority or more of all voting power, all shareholders of an issuing public corporation shall have dissenters' rights to receive the fair value of their shares as provided by law. For purposes of this Corporation, Section 607.0902 of the Florida Statutes shall not apply.

IN WITNESS WHEREOF, for purposes of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this 17 day of September, 2003.


Richard X. Bove

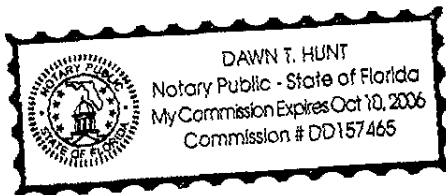
STATE OF FLORIDA)
COUNTY OF PINELLAS)

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, RICHARD X. BOVE, who produced FL Dr License as identification and is the person described as subscriber in, and who executed these Articles of Incorporation freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal at St. Petersburg, in said County and State, this 17 day of September, 2003.


NOTARY PUBLIC

My Commission Expires:



CERTIFICATE OF DESIGNATION AND ACCEPTANCE OF
REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501 of the Florida Statutes, the following corporation, organized under the laws of the State of Florida, submits this statement for the purpose of designating the registered office/registered agent in the State of Florida and evidencing the registered agent's acceptance of that position.

1. The name of the Corporation is: Bove Group, Inc.
2. The name and address of the registered agent and office is:

Richard X. Bove
7362 Sawgrass Point Avenue
Pinellas Park, FL 33782

SIGNATURE:



Richard X. Bove


TITLE: Incorporator

DATE: September 17, 2003

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.

Richard X. Bove
7362 Sawgrass Point Avenue
Pinellas Park, FL 33782

SIGNATURE:



Richard X. Bove

DATE: September 17, 2003

FILED
03 SEP 23 PM 12:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA