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**Richard E. Jesmonth**

Attorney at Law

217-A East Intendencia Street  
Pensacola, FL 32502

Telephone: (850) 444-9550  
Fax: (850) 444-9676

October 13, 2003

**Via UPS Overnight Express**

Department of State  
Division of Corporations  
Corporate Filings  
409 E. Gaines Street  
Tallahassee, FL 32399

RE: Gither Construction Management, Maintenance Service, Inc.

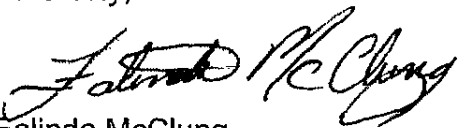
Dear Sir or Madam:

Enclosed are the original and one copy of the Articles of Incorporation for the above Florida corporation. Please file the Articles and return a stamped copy to us in the enclosed self-addressed envelope. Enclosed is a check in the amount of \$70.00 covering the following fees:

\$ 35.00 Filing Fee  
35.00 Registered Agent Fee

Thank you for your consideration.

Sincerely,

  
Falinda McClung  
Secretary to Richard E. Jesmonth

Enclosures

GitherFISecStateLtr

**ARTICLES OF INCORPORATION**  
**OF**  
**GITHER CONSTRUCTION MANAGEMENT, MAINTENANCE SERVICE, INC.**

FILED  
03 OCT 14 PM 2: 25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned Incorporator files these Articles of Incorporation in order to form a corporation under the Florida General Corporation Act.

**ARTICLE I**  
**CORPORATE NAME**

The name of this corporation shall be GITHER CONSTRUCTION MANAGEMENT, MAINTENANCE SERVICE, INC. The principal place of business shall be 2299 Scenic Highway, J-9, Pensacola, Florida 32503.

**ARTICLE II**  
**NATURE OF BUSINESS AND POWERS**

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

**ARTICLE III**  
**TERM OF EXISTENCE**

This corporation shall exist perpetually unless dissolved according to law.

**ARTICLE IV**  
**CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 1000 shares of common stock having a par value of \$1.00 per share.

**ARTICLE V**  
**PREEMPTIVE RIGHTS**

Every shareholder, upon the sale of any shares or securities of the

corporation convertible into or carrying a right to subscribe to shares of this corporation of the same kind, class, or series as that which he holds, shall have the right to purchase his pro rata share at the price at which it is offered to others.

**ARTICLE VI**  
**REGISTERED OFFICE AND INITIAL**  
**REGISTERED AGENT**

The Registered Agent and the street address of the initial Registered Office of this corporation in the State of Florida shall be: Hugh Gither, 2299 Scenic Highway, J-9, Pensacola, Florida 32503.

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida. The mailing address shall be the same as the Registered Office.

**ARTICLE VII**  
**BOARD OF DIRECTORS**

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time per the By-Laws adopted by the stockholders, but shall never be less than one.

**ARTICLE VIII**  
**INITIAL DIRECTORS**

The name of the initial director of this corporation and his street address is Hugh Gither , 2299 Scenic Highway, J-9, Pensacola, FL 32503. The person named as initial director shall hold office for the first year of existence of this corporation or until his successors is elected or appointed and have qualified, whichever occurs first.

**ARTICLE IX**  
**RESTRICTIONS ON TRANSFER OF STOCK**

The corporation and, subject to the priority of the corporation, the remaining stockholders of the corporation shall have a preference in the purchase of any shares of the capital stock of the corporation and any attempted sale of such shares of stock in violation of this provision shall be null and void. In case a stockholder, his personal representatives, heirs, devisees, legatees, pledgee, assignee, receiver, trustee in bankruptcy or any other person holding under or in privity with any stockholder, desires to sell his shares of stock, he shall file notice in writing of such intention with the Secretary of the corporation, stating the price and terms upon which he desires to sell such stock, and unless the terms of such offer are accepted by the corporation within ten (10) days, it shall be deemed to have waived its privilege of purchasing. In the event that the corporation is legally unable to purchase such stock or otherwise waives its privilege of purchasing, the Secretary of the corporation shall mail a written notice to all of the remaining stockholders, by certified mail, return receipt requested, advising them of the terms of such offer, and unless the terms of such offer are accepted by any or all of the other stockholders within ten (10) days from the date of mailing such notice, they shall be deemed to have waived their privilege of purchasing, and the stockholders or the person in privity with him desiring to sell shall be at liberty to effect a sale upon the terms of such offer. No stockholder who has given notice pursuant to this Article, may thereafter sell such stock for a price or upon terms different than the offer contained in such notice, without again complying with the notice requirements of this Article. Neither the

corporation, nor the remaining stockholders (collectively), may exercise their privilege of purchasing as to any shares of stock less than the total number of shares involved in such offer.

**ARTICLE X**  
**INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE XI**  
**INCORPORATION**

The name and street address of the Incorporator of this corporation is:  
Hugh Gither, 2299 Scenic Highway, J-9, Pensacola, Florida 32503.

**ARTICLE XII**  
**AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

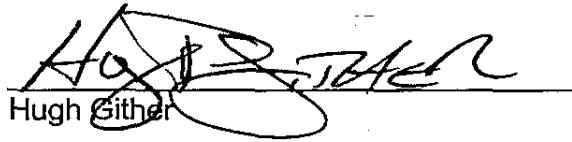
**IN WITNESS WHEREOF**, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 13th day of October 2003.

  
\_\_\_\_\_  
Hugh Gither  
Incorporator

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for GITHER CONSTRUCTION MANAGEMENT MAINTENANCE SERVICE, INC., at the place designated in the Articles of Incorporation, Hugh Gither agrees to comply with the provisions of Section 48.091 relative to keeping such office open.

DATE: October 13, 2003

  
Hugh Gither

FILED  
03 OCT 14 PM 2:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA