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Special Instructions to	Filing Officer:	

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# LAW OFFICE OF

# DAVIS & MARLOWE

A Professional Association

Gary L. Davis Russell G. Marlowe

October 24, 2003

Department of State Division of Corporations P. O. Box 6327 Tallahassee, FL 32314

In Re: Hall, Inc.

Dear Sir or Madam:

Enclosed herewith please find a check in the amount of \$130.00 for Registered Agent Fee, Filing Fee, and Certificate of Status.

Thank you.

Sincerely,

Davis & Marlowe, P.A.

Gary L. Da√is, Esquire

enclosures

# **ARTICLES OF INCORPORATION**

OF

HALL, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

#### Article I

The name of the corporation shall be Hall, Inc.

#### Article II

The corporation shall have the power to engage in any lawful activity for which corporations may by organized under the Florida Business Corporation Act.

#### Article III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any on time is FIVE HUNDRED shares. All such shares shall be of a single class, designated as common.

## Article IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

# Article V

At each election for directors, the shareholders shall be entitled to cast votes using the cumulative method of voting for directors.

#### Article VI

The corporation elects to have preemptive rights.

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#### Article VII

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

#### **Article VIII**

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

#### Article IX

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

# Article X

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of ONE director whose name and address is as follows:

Name

Address

Robert L. Hall

14528 Lynch Lane Hudson, FL 34667

# Article XI

The initial registered agent of the corporation is Robert L. Hall. The street address of the corporation's initial registered office is 14528 Lynch Lane, Hudson, FL 34667.

## Article XII

The principal place of business and mailing address of this corporation shall be:

Physical Address: 14528 Lynch Lane, Hudson, FL 34667

Mailing Address: Same as Above.

#### **Article XIII**

The name and address of the incorporator to these Article of Incorporation is Robert L. Hall, 14528 Lynch Lane, Hudson, FL 34667

The undersigned incorporator has executed these Articles of Incorporation this 23<sup>rd</sup> day of October, 2003.

Robert L. Hall, Incorporator

Acceptance By Registered Agent

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

Robert L. Hall, Registered Agent

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