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12-03-03

TRANSMITTAL LETTER

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

SUBJECT: ______YARBROUGH Hawing, INC. ______(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

Filing Fee

\$78.75
Filing Fee
& Certificate of Status

□ \$78.75 Filing Fee & Certified Copy \$87.50
 Filing Fee,
 Certified Copy
 & Certificate of
 Status

ADDITIONAL COPY REQUIRED

FROM: CHAD T. YARBROUGH

Name (Printed or typed)

291 GLOVER LANE

Address

HAVANA, FLORIDA 32333

City, State & Zip

850-545-7278

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME The name of the corporation shall be:

YARBROUGH Hanling, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailing address is:

-291 GLOVER LANE HAVANA, FLORIDA 32333

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

TO ENGAGE IN ANY LAWFUL ACTIVITY PERMITTED BY THIS STATE.

ARTICLE IV SHARES

The number of shares of stock is:

1,000 ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

List name(s), address(es) and specific title(s):

CHAD T. YARBROUGH 291 GLOVER LANE HAVANA, FLORIDA 32333 PRESIDENT

JAMIE M. YARBROUGH 291 GLOVER LANE HAVANA, FLORIDA 32333 VICE-PRESIDENT/SECRETARY

ARTICLE VI REGISTERED AGENT

The name and Florida street address of the registered agent is:

CHAD M. YARBROUGH 291 GLOVER LANE HAVANA, FLORIDA 32333

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

CHAD M. YARBROUGH 291 GLOVER LANE HAVANA, FLORIDA 32333

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

Signature/Registered Agent

Signature/Incorporator

ECTIVE DATE 1-01-04

0: 15

ARTICLES OF INCORPORATION FOR YARBROUGH Hauling, INC. (ATTACHMENT) In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE VIII – EFFECTIVE DATE

The effective date of this Corporation is to be January 1, 2004.

ARTICLE IX – DIRECTORS

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

ARTICLE X – LIABILITY OF DIRECTORS

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (1) breaches of duty of loyalty, (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (3) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (4) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

ARTICLE XI – OTHER PROVISIONS

<u>Preemptive Rights – The corporation elects to have preemptive rights so that each</u> shareholder has the right to acquire a proportional amount of any shares that are issued.

<u>Director or Officer Interests</u> – In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

<u>Stock Transfer Restriction – No shareholder of this corporation shall sell any shares of</u> stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the same price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser,

Initials

ARTICLES OF INCORPORATION FOR YARBROUGH Hauli Ng INC. (ATTACHMENT) In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE XI - OTHER PROVISIONS - con't

Stock Transfer Restriction – con't - shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

CERTIFICATION-

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I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.

Chad M. Yarbrough, Incorporator 291 Glover Lane Havana, Florida 32333

Initials: 🤇