

P03000143413

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

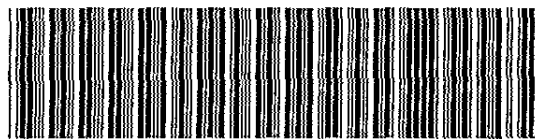
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



400024944214

11/24/03--01068--016 \*\*70.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
03 NOV 24 PM 6:38

3

**TRANSMITTAL LETTER**

Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

**SUBJECT:   Gidder Dunn, Inc.**

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

    \$70.00 filing fee

FROM:       Jessie Karen Caraballo  
              1300 Atlantic Street, #9  
              Melbourne Beach, Florida 32951  
              321-723-1820

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
03 NOV 24 PM 6:39

Gidder Dunn, Inc.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
03 NOV 24 PM 6:39

**ARTICLES OF INCORPORATION**  
**OF**  
**GIDDER DUNN, INC.**

The undersigned Incorporation, for the purpose of forming a corporation under the Florida General Corporation act, hereby adopts the Following Articles of Incorporation:

**ARTICLE I: NAME**

The name of the corporation shall be:

**Gidder Dunn, Inc.**

**ARTICLE II: PRINCIPAL OFFICE**

The principal place of business of this corporation shall be:

1300 Atlantic Street, #9  
Melbourne Beach, Florida 32951

**ARTICLE III: NATURE OF BUSINESS**

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

**ARTICLE IV: CAPITAL STOCK**

The aggregate number of share of stock and its par value that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock at \$1.00 par value per share.

**ARTICLE V: TERMS OF EXISTENCE**

This corporation is to exist perpetually, commencing upon the filing and acknowledgment hereof as provided by Florida Statute 607.0203.

## **ARTICLE VI: PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

## **ARTICLE VII: VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding shares.

## **ARTICLE VIII: OFFICERS AND DIRECTIONS**

The names and street addresses of the initial officers and directors, if any, who shall hold office the first year of the corporation's existence or until their successors are elected, are:

Russell Scott Miller – President  
1300 Atlantic Street, #9  
Melbourne Beach, Florida 32951

Cole Olszewski – Vice President  
11580 Point Drive  
Merritt Island, Florida 32952

Jonathan D. Shearer – Secretary/Treasurer  
1304 Atlantic Street, #7  
Melbourne Beach, Florida 32951

## **ARTICLE IX: REGISTERED AGENT**

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

Jessie Karen Caraballo  
1300 Atlantic Street, #9  
Melbourne Beach, Florida 32951

### **ARTICLE X: INCORPORATOR**

The name and street address of the Incorporator to these articles of incorporation is:

Jessie Karen Caraballo  
1300 Atlantic Street, #9  
Melbourne Beach, Florida 32951

### **ARTICLE XI: BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

### **ARTICLE XII: APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER**

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not law requires such approval.

### **ARTICLE XIII: COMPENSATION OF DIRECTORS**

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

### **ARTICLE XIV: INDEMNIFICATION**

The corporation shall, to the fullest extent permitted by Florida Statute Section 607.0850, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who

Gidder Dunn, Inc.

has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

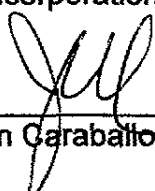
### **ARTICLE XV: AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

### **ARTICLE XVI: "S" CORPORATION ELECTION**

It is the intent of the Incorporator(s) to file the appropriate "S" Corporation Internal Revenue Code Election (IRS Form 2553) at the organizational Meeting hereof.

**IN WITNESS WHEREOF**, the undersigned Incorporator has executed these Articles of Incorporation on Nov. 17, 2003

  
\_\_\_\_\_  
Jessie Karen Caraballo, Incorporator

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.

  
\_\_\_\_\_  
Jessie Karen Caraballo, Registered Agent

Nov. 17, 2003  
Date

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
03 NOV 24 PM 6:39