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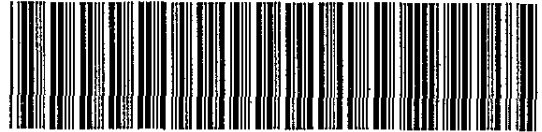
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Bruce A. Koebe, P.A.

Attorney and Counsellor at Law

*2477 N.E. Dixie Highway
Jensen Beach, Florida 34957-5959*

561-334-4700

FAX: 561-334-6137

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1 772 1

November 20, 2003

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

Re: Incorporation of Nicol Brothers, Inc.

Dear Sir or Madam:

Please find enclosed herein an original and one copy of a proposed set of Articles of Incorporation, an original and one copy of a Registered Agent's Certificate, as well as my check payable to your order in the amount of \$87.50.

If everything is acceptable to you and after you have issued your corporate charter, please forward a certified copy of the Articles of Incorporation to me at your earliest convenience. In the event the proposed corporate name is not available or there are any problems whatsoever, please feel free to contact me by telephone, calling collect if necessary.

As always, your most helpful and courteous assistance is greatly appreciated.

Very truly yours,

BRUCE A. KOEBE, P.A.

By: 

Bruce A. Koebe

BAK/cln

cc: Mr. Scott Nicol

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
NICOL BROTHERS, INC.

ARTICLE I. Name. The name of this corporation is NICOL BROTHERS, INC.

ARTICLE II. Commencement and Duration. This corporation is to commence its corporate existence on the date of subscription and acknowledgement of these articles of incorporation and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III. Purposes. This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV. Stock Issuance. The maximum number of shares this corporation is authorized to issue is five thousand (5,000) common par value \$.01 per share, all of which shall be Common Shares.

ARTICLE V. Board of Directors. All corporate power shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors. This corporation shall have two directors constituting its initial board of directors. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one director. The names and addresses of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>
Scott Nicol	5890 S.E. Mitzi Ln. Stuart, FL 34997
Robert Nicol	3391 N.E. West Ct., Apt. 103 Jensen Beach, FL 34957

ARTICLE VI. Initial Officers. Initially the corporation shall have a president, vice president, secretary and treasurer. The number, type and title of the officers may be changed, increased or decreased from time to time in accordance with the bylaws. The name and address of the initial officers of the

corporation are as follows:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	Scott Nicol	5890 S.E. Mitzi Ln. Stuart, FL 34997
Vice-President	Robert Nicol	3391 N.E. West Ct., #103 Jensen Beach, FL 34957
Secretary	Robert Nicol	3391 N.E. West Ct., #103 Jensen Beach, FL 34957
Treasurer	Scott Nicol	5890 S.E. Mitzi Ln. Stuart, FL 34997

ARTICLE VII. Indemnification. This corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE VIII. ByLaws. The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide that the bylaws shall not be altered, amended or repealed by the board of directors.

ARTICLE IX. Amendment. These articles of incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose.

ARTICLE X. Incorporator. The name and address of the Incorporator to these articles of incorporation is:

<u>Name</u>	<u>Address</u>
Scott Nicol	5890 S.E. Mitzi Ln. Stuart, FL 34997

ARTICLE XI. Initial Registered Office and Agent. The street address of the initial registered office of the corporation is 5890 S.E. Mitzi Ln., Stuart, FL 34997 and the name of the initial registered agent of the corporation at that address is Scott Nicol.

ARTICLE XII. Preemptive Rights. Every shareholder, upon the sale for cash of any new stock of this corporation, 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 XIII. Corporation Street Address. The street and mailing address of the initial principal office of the Corporation is 5890 S.E. Mitzi Ln., Stuart, FL 34997.

IN WITNESS WHEREOF, the undersigned, as Incorporator, hereby executes these articles of incorporation this 20th day of November, 2003.

Scott Nicol (SEAL)
SCOTT NICOL

STATE OF FLORIDA)
)...ss..
COUNTY OF MARTIN)

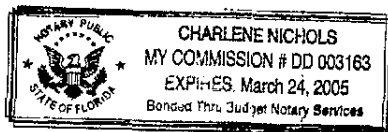
Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgements, personally appeared SCOTT NICOL, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 20th day of November, 2003 at Jensen Beach, Martin County, Florida.

Charlene Nichols

Notary Public
State of Florida
Commission No.:

My Commission Expires:



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REGISTERED AGENT'S CERTIFICATE DESIGNATING
PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED

Pursuant to Section 607.0501, Florida Statutes, and other applicable law, the following is submitted:

NICOL BROTHERS, INC. desiring to organize under the laws of the State of Florida, with its registered office located at 5890 S.E. Mitzi Ln., Stuart, FL 34997, has named Scott Nicol located at that address as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, Scott Nicol hereby represents that he is familiar with, and accepts, the obligations of that position.


SCOTT NICOL