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5/16/03

## CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Professional Coatings  
By RJ

Signature \_\_\_\_\_

Requested by: AW 12/19

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

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- ☒ Art of Inc. File \_\_\_\_\_
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- \_\_\_\_\_ L.C. File \_\_\_\_\_
- \_\_\_\_\_ Fictitious Name File \_\_\_\_\_
- \_\_\_\_\_ Trade/Service Mark \_\_\_\_\_
- \_\_\_\_\_ Merger File \_\_\_\_\_
- \_\_\_\_\_ Art. of Amend. File \_\_\_\_\_
- \_\_\_\_\_ RA Resignation \_\_\_\_\_
- \_\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_
- ☒ Annual Report / Reinstatement \_\_\_\_\_
- \_\_\_\_\_ Cert. Copy \_\_\_\_\_
- \_\_\_\_\_ Photo Copy \_\_\_\_\_
- \_\_\_\_\_ Certificate of Good Standing \_\_\_\_\_
- \_\_\_\_\_ Certificate of Status \_\_\_\_\_
- \_\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_
- \_\_\_\_\_ Corp Record Search \_\_\_\_\_
- \_\_\_\_\_ Officer Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Owner Search \_\_\_\_\_
- \_\_\_\_\_ Vehicle Search \_\_\_\_\_
- \_\_\_\_\_ Driving Record \_\_\_\_\_
- \_\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Search \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_
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**ARTICLES OF INCORPORATION**  
**OF**  
**PROFESSIONAL COATINGS BY P.J., INC.**

I, the undersigned, hereby make, subscribe, acknowledge and file these Articles for the purpose of forming a Corporation under the laws of the State of Florida.

**ARTICLE I**

**NAME**

The name of this Corporation shall be PROFESSIONAL COATINGS BY P.J., INC.

**ARTICLE II**

**PURPOSE**

This Corporation is organized for the purpose of residential and commercial painting contracting and other related services and lawful business.

**ARTICLE III**

**CAPITAL STOCK**

The capital stock of this Corporation shall consist of 100 (one hundred) shares of common stock at no par value, and nonassessable.

**ARTICLE IV**

**INITIAL REGISTERED OFFICE AND AGENT**

The principal place of business and mailing address of this Corporation shall be 6484 Robinson Street, Jupiter, Florida 33458.

The initial registered office of this Corporation shall be located at 6484 Robinson Street, Jupiter, Florida 33458, and the name of the initial Registered Agent of this Corporation shall be Philip James Hallenbeck.

**ARTICLE V**

**INITIAL BOARD OF DIRECTORS**

This Corporation shall initially have one (1) Director. The number of Directors may be changed from time to time by the By-Laws, but shall never be less than one (1). The

name and address of the initial Director is Philip James Hallenbeck, whose address is 6484 Robinson Street, Jupiter, Florida 33458.

**ARTICLE VI**  
**SPECIAL PROVISIONS**

The following special provisions shall govern this Corporation:

1. The time and place of the annual Shareholder's meeting and the annual Director's meeting shall be fixed and provided for in the By-Laws, and notice of same shall be given in one of the methods provided by law. Any Shareholder or Director may waive notice of the time, place and purpose of any meeting, either before, at, or after such meeting.

2. There shall be a President, Vice-President, Secretary and Treasurer of this Corporation, and such assistants as the Shareholder may, by resolution, determine to be necessary and/or as provided in the By-Laws. This Corporation may also have such other officers, assistants and factors as may be determined necessary and provided for by resolution of the Shareholder and/or in the By-Laws. Any person may hold two or more offices. The Shareholder may, at any time, by majority vote at a duly called and noticed meeting, declare any office or directorship vacant or remove any officer or director and elect a successor thereto. Additionally, Director may, at any time, by majority vote at a duly called and noticed meeting, declare any office vacant or remove any officer and elect a successor thereto.

3. The Director may describe a method or methods for replacement of lost certificates and prescribe reasonable conditions by way of security for the issuance of new certificates.

4. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office or directorship in this Corporation.

5. No contract or other transaction between the Corporation and any other Corporation, in the absence of fraud, shall be affected or invalidated by the fact that any

one or more of the Officers or Directors of the Corporation is or are interested in, or is an Officer or Director, or are Officers or Directors of such other corporations, and any Officer, Officers or Directors, individually or jointly, may be a party or parties to, or may be interested in any such contract or transaction of the Corporation, or in which the Corporation is interested, and no contract, act or transaction of the Corporation with any person or persons, firm or Corporation, in the absence of fraud, shall be affected or invalidated by the fact that any Officer, Officers or Directors of the Corporation is a party or parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or Corporation, and each and every person who may become an Officer or Director of this Corporation is hereby relieved from any liability that might otherwise exist from, thus contracting with the Corporation for the benefit of himself or any firm, association or Corporation which he may be in any way interested.

#### **ARTICLE VII**

##### **OFFICERS**

The officers of the Corporation who shall conduct the business of the Corporation during the first year of its existence, or until their successors are elected and qualified, shall be: Philip James Hallenbeck, President; Heather Hallenbeck, Vice President/ Secretary/Treasurer.

#### **ARTICLE VIII**

##### **INCORPORATOR**

The name and address of the incorporator is:

Philip James Hallenbeck  
6484 Robinson Street  
Jupiter, Florida 33458

#### **ARTICLE IX**

##### **AMENDMENT**

This Corporation reserves the right to amend, alter, change or repeal any provision

contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on officers and shareholders herein are granted subject to this reservation.

## ARTICLE X

### COMMENCEMENT

The Corporation is to exist perpetually commencing on the date of the execution of these Articles of Incorporation, pursuant to Florida Statutes Section 607.0203, providing that corporate existence may begin up to five (5) days before the filing with the Secretary of State for the State of Florida.

IN WITNESS WHEREOF, the undersigned Incorporator has subscribed to these Articles of Incorporation this 18<sup>th</sup> day of December, 2003.

  
PHILIP JAMES HALLENBECK, Incorporator

STATE OF FLORIDA            }  
COUNTY OF PALM BEACH }SS:

Before me, the undersigned authority, personally appeared PHILIP JAMES HALLENBECK, to be personally known and who has produced FLA. DRIVER'S LICENSE as Identification and to be the person described in and who executed the foregoing Articles of Incorporation and who acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal in the County and State aforesaid this 18<sup>th</sup> day of December, 2003.

My Commission Expires:



Arlene Ortner  
MY COMMISSION # DD060048 EXPIRES  
September 24, 2005  
BONDED THRU TROY FAIN INSURANCE, INC.

  
NOTARY PUBLIC,  
STATE OF FLORIDA AT LARGE

**CERTIFICATE DESIGNATION PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE  
STATE, NAMING AGENT WHOM PROCESS MAY BE SERVED**

Pursuant to Section 48.091, Florida Statutes, and Section 607.0501, Florida Statutes, the following is submitted in compliance with said Statute.

First: That PROFESSIONAL COATINGS BY P.J., INC. desiring to organize under the law of the State of Florida, with its principal office as indicated in the Articles of Incorporation at 6484 Robinson Street, Jupiter, Florida 33458, has named Philip James Hallenbeck as its registered agent to accept service of process within the State of Florida.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in such capacity, and agree to comply with the provisions of said Statutes relative to keeping open said office.

  
\_\_\_\_\_  
PHILIP JAMES HALLENBECK

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