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TALLAHASSEE, FLORIDA

04 JAN 29 AM 8:53

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## TRANSMITTAL LETTER

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

SUBJECT: B. A. Hernandez Drywall, Inc  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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

☐ \$70.00  
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: Magda A.S. Famen  
Name (Printed or typed)

3127 Pine Top Drive  
Address

Valrico, FL 33594  
City, State & Zip

813-643-4713  
Daytime Telephone number

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

**ARTICLES OF INCORPORATION**

**OF**

**R.A HERNANDEZ DRYWALL, INC.**

**FILED**

04 JAN 29 AM 8: 53

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

**ARTICLE I**

**Name**

The name of this corporation shall be:

R.A Hernandez Drywall, Inc.

**ARTICLE II**

**Principal Office**

The principal office and mailing address of this corporation shall be located at 2545 NE Coachman Rd. #9, Clearwater, FL 33765. This corporation shall have the right to change such principal office from time to time, as provided by law.

**ARTICLE III**

**Business and Purposes**

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the General Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by laws upon corporations formed under such Act.

## **ARTICLE IV**

### **Capital Stock**

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 1,000,000 shares of common stock with a par value of \$1.00 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in other property (tangible or intangible) or in labor or services actually performed for this corporation, at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

## **ARTICLE V**

### **Officers**

<b>Name</b>	<b>Address</b>
Ramiro Hernandez, President, Treasurer and Secretary	2545 NE Coachman Rd. #9 Clearwater, FL 33765

## **ARTICLE VI**

### **Existence of Corporation**

This corporation shall have perpetual existence.

## **ARTICLE VII**

### **Registered Office and Registered Agent**

The initial registered office of this corporation shall be located at 3127 Pine Top Drive, Valrico, FL 33594 and the initial registered agent of this corporation at such office shall be Magda Sanchez-Farren. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

## **ARTICLE VIII**

### **Board of Directors**

The Board of Directors of this corporation shall consist of not less than one (1) nor more than seven (7) members, the exact number of directors to be fixed from time to time by the stockholders or the bylaws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the bylaws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

## **ARTICLE IX**

### **Initial Board of Directors**

The initial Board of Directors shall consist of one (1) member, such member to hold office until his successor has been duly elected and qualifies. The name and street address of the initial director is:

<u>Name</u>	<u>Address</u>
Ramiro A. Hernandez	2545 NE Coachman Rd Clearwater, FL 33765

## **ARTICLE X**

### **Bylaws**

The power to adopt the bylaws of this corporation to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this corporation: provided, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by vote of the stockholders. No bylaw which has been altered, amended or adopted by such a vote of the stockholders, may be altered, amended or

repealed by the vote of the directors until two years shall have expired since such section by vote of such stockholders.

The bylaws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the state of Florida or of the United States.

## ARTICLE XI

### Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

## ARTICLE XII

### Incorporator

The name and street address of the incorporator making these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Ramiro A. Hernandez	2545 NE Coachman Rd Clearwater, FL 33765

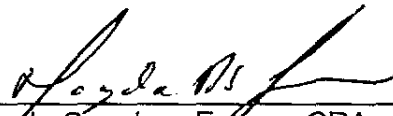
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.

Ramiro A. Hernandez  
Ramiro A. Hernandez

**R.A HERNANDEZ DRYWALL, INC.  
ACCEPTANCE OF SERVICE AS REGISTERED AGENT**

Magda Sanchez-Farren, CPA, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations under Chapter 607, Florida Statutes.

DATED this 22 day of January, 2004.

  
\_\_\_\_\_  
Magda Sanchez-Farren, CPA

**FILED**  
04 JAN 29 AM 8:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA