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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

(Business Entity Name)

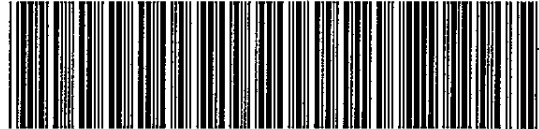
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

**David C. Gaskin**  
ATTORNEY-AT-LAW  
P. O. Box 185  
Wewahitchka, Florida 32465  
(850) 639-2266 • Fax (850) 639-2731

February 2, 2004

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

Dear Sir:

Enclosed herewith is the original and one copy of Articles of Incorporation for Earl Farmer Dry Wall, Inc., along with the filing fee of \$78.75. Please send the certified copy back to the undersigned. Thank you for your cooperation in this matter.

Very truly yours,



David C. Gaskin

DCG:ps  
encl.

**ARTICLES OF INCORPORATION**

**OF**

**EARL FARMER DRY WALL, INC.**

**ARTICLE I – NAME**

The name of the corporation is Earl Farmer Dry Wall, Inc. and is located at 411 Lake Grove Road, Wewahitchka, Florida, 32465, and whose mailing address is P. O. Box 173, Wewahitchka, Florida 32465.

**ARTICLE II – DURATION**

This corporation shall exist perpetually.

**ARTICLE III – PURPOSES**

This corporation is organized for the purpose of installing and finishing dry wall.

**ARTICLE IV – CAPITAL STOCK**

This corporation is authorized to issue five hundred shares of common stock at no par value.

**ARTICLE V – PREFERENCES, LIMITATIONS AND RELATIVE RIGHTS OF SHARES OF CAPITAL STOCK**

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 common shares.

**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

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TALLAHASSEE, FLORIDA

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done without issuance of fractional shares) at the price at which it is offered to others.

#### **ARTICLE VII – INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 411 Lake Grove Road, Wewahitchka, Florida 32465, the mailing address is P. O. Box 173, Wewahitchka, Florida 32465, and the name of the initial registered agent of this corporation at that address is Earl Farmer.

#### **ARTICLE VIII – INITIAL BOARD OF DIRECTORS AND OFFICERS**

This corporation shall have one (1) director initially. The number of directors may be increased from time to time by the bylaws, but shall never be less than one (1) nor more than seven (7). The name and address of the initial and only director of this corporation is as follows:

**Earl Farmer**, 411 Lake Grove Road, Wewahitchka, Florida 32465

The name and address of the officer of this corporation is as follows:

**Earl Farmer**, 411 Lake Grove Road, Wewahitchka, Florida 32465,  
President

#### **ARTICLE X – BYLAWS**

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

#### **ARTICLE XI**

Shares of capital stock of this corporation shall be issued initially to the following persons: **Earl Farmer** - 500 Shares;

Shares held by the initial shareholder listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall

be further specified by written agreement among all of the shareholders and this corporation.

#### **ARTICLE XII – CUMULATIVE VOTING**

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principal among any number of such candidates.

#### **ARTICLE XIII – CALLING OF SPECIAL MEETINGS**

Special meetings of shareholders may be called by a majority of the outstanding shares.

#### **ARTICLE XIV – SHAREHOLDER QUORUM AND VOTING**

Sixty (60%) percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote, sixty (60%) percent of the shares represented at the meeting and entitled to vote on the subject matter, shall be the act of the shareholders.

#### **ARTICLE XV – SHAREHOLDERS MEETING REQUIRED**

Any action of the shareholders of this corporation must be taken at a meeting of the shareholders of this corporation duly called as provided by law.

#### **ARTICLE XVI – MANAGEMENT OF CORPORATION BY SHAREHOLDERS**

All corporate powers shall be exercised by or under the authority of and the business affairs of this corporation shall be managed under the direction of the shareholders of this corporation. There will be no personal liabilities on shareholders for the debts of the corporation.

**ARTICLE XVII – DIRECTOR QUORUM AND VOTING**

All of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of all of the directors present or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative of all of the remaining directors shall be the act of the Board of Directors.

**ARTICLE XVIII – MEETING BY CONFERENCE TELEPHONE**

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

**ARTICLE XIX – ACTION BY DIRECTORS WITHOUT A MEETING**

The Directors of this corporation may take action by written consent as provided by law.

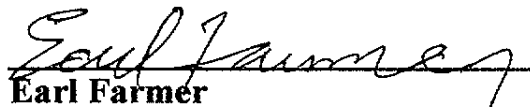
**ARTICLE XX – INDEMNIFICATION**

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

**ARTICLE XXI – AMENDMENT**

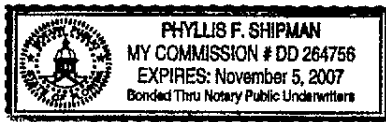
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments hereto, and any right conferred upon the shareholders is subject to this reservation.

**IN WITNESS WHEREOF**, the undersigned subscribers have executed these Articles of Incorporation on this 30th day of January, 2004.

  
Earl Farmer

STATE OF FLORIDA  
COUNTY OF GULF

The foregoing instrument was acknowledged before me this 30th day of January, 2004, by **Earl Farmer**, who is known to me or has produced \_\_\_\_\_ as identification.



*Phyllis F. Shipman*  
Notary Public  
My Commission Expires:

**ACCEPTANCE OF REGISTERED AGENT**

I, **Earl Farmer**, do hereby certify that I am familiar with and do hereby accept the duties and responsibilities as registered agent for Earl Farmer Dry Wall, Inc., and do hereby certify that I am over the age of eighteen years and my address is 411 Lake Grove Road, Wewahitchka, Florida 32465.

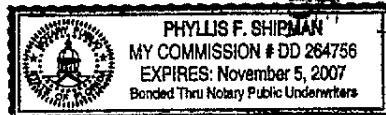
In Witness Whereof, I have hereunto set my hand and seal this 30th day of January, 2004.

*Earl Farmer*  
Earl Farmer

STATE OF FLORIDA  
COUNTY OF GULF

Sworn to and subscribed before me this 30th day of January, 2004

*Phyllis F. Shipman*  
Notary Public  
My Commission Expires: \_\_\_\_\_



FILED  
2004  
FEB 5 12  
TALAHASSEE, FLORIDA  
SECRETARY OF STATE

**MARK C. BOULDIN ATTORNEY AT LAW**  
 LAW OFFICES OF MARK C. BOULDIN & ASSOCIATES  
 854 CENTRAL AVENUE  
 ST. PETERSBURG, FLORIDA 33701-1315  
 727-384-6424

1270

BY *5012* *James Klobatow*  
*Sping, Act of Takeover*

PAY *Quarterly Rent and 75/100* DOLLARS

DATE	STREET ADDRESS	CITY/STATE	CHECK NO.	CHECK AMT.
12/18/01	Dept. of State, Division of Corporations	1270		7875

MARK C. BOULDIN  
TRUST ACCOUNT

*May Smith*

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⑈559 299 0⑈ ⑈03109430⑈ 70 592 935⑈ ⑈0000007875⑈

INCLEARING WORK  
 CLEARING WORK  
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6540950740

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Account	70692935
Amount	7875
DIN	150023339
Tran. Code	0
Media	MOT

*Per BC Proof of  
 Payment  
 PO3-154595*