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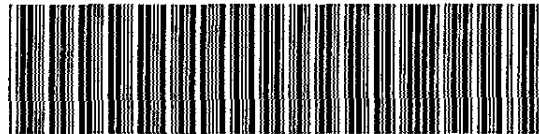
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 442955 86723A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : February 16, 2004

ORDER TIME : 11:54 AM

ORDER NO. : 442955-005

CUSTOMER NO: 86723A

CUSTOMER: D. William Foster, Esq
Foster & Foster

555 Fourth Street North

Saint Petersburg, FL 33701

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TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: SPOONR2, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
____ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea - EXT. 2914

EXAMINER'S INITIALS: _____

**ARTICLES OF INCORPORATION
OF
SPOONR2, Inc.**

The undersigned hereby adopt these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, provisions and immunities of a corporation for profit.

ARTICLE I - INDEX

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ARTICLE II - NAME

The name of the corporation shall be:

SPOONR2, Inc.

ARTICLE III - DURATION

The corporation shall have perpetual existence.

ARTICLE IV - PURPOSE

This corporation is organized for the following purposes: To provide construction inspection services and geotechnical, environmental and water well drilling services. To purchase, or lease, or

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SPOONR2, Inc.

Articles of Incorporation

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otherwise acquire any interest in real and personal property of every kind, or character; to enter into, make, perform, and carry out any contracts of every kind, for any lawful purpose; to sell, or lease, or mortgage, or otherwise dispose of any real or personal property it owns, or any interest therein; and in general, to purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services, of every class, kind, and description, and to engage in and transact any and all lawful businesses for which corporations may be incorporated under the laws of the State of Florida, except that it shall not conduct a banking, safe deposit, trust, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, fraternal benefit society, state fair or exposition.

ARTICLE V - CAPITAL STOCK

The total number of shares authorized to be issued shall be 1,000 shares of common stock with a par value of \$1.00 per share, all of one class, participating voting stock. The consideration for said stock shall be paid for in lawful money of the United States of America, or in property, services, or labor rendered at a just valuation thereof, such valuation to be fixed by the stockholders. All such shares so issued, when the consideration therefore has been paid or delivered, shall be fully paid stock, and it shall not be liable for any further calls or assessments thereon.

ARTICLE VI - PRINCIPAL OFFICE OF CORPORATION

The principal office and mailing address for the Corporation shall be 555 - Fourth Street North, St. Petersburg, Florida 33701.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be 555 Fourth Street North, St. Petersburg, Florida 33701, and the name of the initial registered agent of the corporation at that address is DAVID W. FOSTER.

Articles of Incorporation

ARTICLE VIII - INCORPORATORS AND INITIAL STOCKHOLDERS

David W. Foster
555 Fourth Street North
St. Petersburg, Florida 33701

James E. Spoon
6369 Forestwood Drive East
Lakeland, Florida 33811

James E. Spoon - President, Secretary and Treasurer
6369 Forestwood Drive East
Lakeland, Florida 33811

The power to adopt, alter, amend, or repeal by-laws shall be vested in the stockholders.

SPOONR², Inc.

Articles of Incorporation

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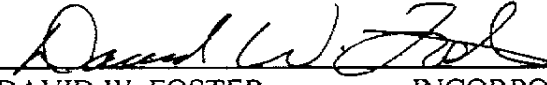
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TALLAHASSEE, FLORIDA

ARTICLE XIII. AMENDMENT

These Articles of Incorporation may be amended by the stockholders in the manner provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 13th day of February, 2004.

 (SEAL)
DAVID W. FOSTER, INCORPORATOR

ACCEPTANCE BY REGISTERED AGENT

I HEREBY CERTIFY that I am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation beginning this 13 day of February, 2004.

 (SEAL)
DAVID W. FOSTER, REGISTERED AGENT

STATE OF FLORIDA)
COUNTY OF PINELLAS)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to administer oaths and take acknowledgments, personally appeared **DAVID W. FOSTER**, who is personally known to me and known to me to be the person described in and who executed the foregoing **ARTICLES OF INCORPORATION**, as the **Incorporator**, and as the **Registered Agent** of said corporation, who after being by me first duly sworn depose and says that the statements contained in said instrument are true and they acknowledged that **they** executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 13 day of February, 2004.

Notary Public: (Signature)

Name: (Print)

My Notary Stamp or Seal:

My Commission Expires:

My Commission Number:



Julie S. Wood
MY COMMISSION # DD247000 EXPIRES
September 20, 2007
BONDED THRU TROY FAIN INSURANCE, INC.