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TRANSMITTAL LETTER

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

SUBJECT: Homewatchers Unlimited of Pinellas, Inc.
(PROPOSED CORPORATE NAME-INCLUDING SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for \$78.75 for the filing fee and a certificate of status.

FROM: Katherine A. Goodner
11624 Grove Street
Seminole, FL 33772-7158
727-365-0594

Articles of Incorporation
Of
Homewatchers Unlimited of Pinellas, Inc.

We the undersigned natural persons being of lawful age, organizing a corporation for profit, adopt the following Articles of Incorporation:

ARTICLE I

NAME

The Corporate name and style shall be: Homewatchers Unlimited of Pinellas, Inc.

ARTICLE II

REGISTERED OFFICE

The address of the principal registered office of the Corporation is:

Homewatchers Unlimited of Pinellas, Inc.

11624 Grove Street

Seminole, Florida 33772

ARTICLE III

PURPOSE AND DURATION

The period of duration of Homewatchers Unlimited of Pinellas, Inc. shall be perpetual. The nature of the business and obligations and purposes to be transacted, promoted and carried on are to do any or all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, and in any part of the world, viz.:

1. To conduct, engage in and carry on the general business of:
 - (a) Inspecting, cleaning, maintaining, watching, securing, repairing, overseeing, procuring, servicing, leasing, as principal or agent for owners of real estate or real or personal property (including, but not limited to) machinery, vehicles and aircraft, watercraft, stock, stock rights, options or warrants, debentures, bonds, copyrights, patents and other obligations and securities of corporations or other entities, whether in connection with or incident to or related to foregoing purpose or otherwise, located within the boundaries of the State of Florida.
 - (b) Investing, on behalf of itself or others, in any form, any part of its capital and such additional sums as it may obtain, in any company, association, partnership, joint venture, entity, company or business venture of any kind or character and otherwise acquiring an interest in any such business venture as the Board of Directors may from time to time deem convenient or proper, and actively engaging in, promoting, managing, and otherwise protecting and developing any investment or interest acquired, whether in connection with or incident to or related to the foregoing purposes or otherwise.
2. To maintain, improve, repair, dismantle or add value to such personal property for the advancement of the corporation.

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3. To do all and everything necessary, suitable, advisable, and convenient for the accomplishment of any of the purposes, or attainment of any of the objectives for the furtherance of any of the powers hereinbefore set forth, either alone or in the association with other companies, firms, partnerships, individuals, or other entities, and to do every other act or acts, thing or things, incidental or pertinent to or growing out of or connected with the aforesaid objectives and purposes and any part or pacts thereof, which are not forbidden by these Articles of Incorporation.

4. The purposes specified herein shall be construed both as purposes and powers and shall be in nowise limited or restricted in use by reference to, or inference from the terms of any of the clauses in this or any other Article, but the purposes and powers specified in the clauses herein shall be regarded as independent purposes and powers, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any matter the meaning of general terms or of the general powers of Homewatchers Unlimited of Pinellas, Inc., nor shall the expression of one thing be deemed to exclude another, although it be of like nature and expression.

5. To enter into, conduct and carry on any lawful business, as an individual would be permitted to do.

6. To pay pensions and establish pension plans, pension trust, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans to provide medical service, life, sickness, accident, disability or unemployment insurance, education, housing, transportation, social and recreational services, and other similar aids and service for all or any of the directors, officers, and employees of Homewatchers Unlimited of Pinellas, Inc., or of any subsidiary thereof, wholly or partly at the expense of Homewatchers Unlimited of Pinellas, Inc.

7. The objectives specified herein shall, except where otherwise expressed, be in no way limited or restricted by reference to or inference from the terms or any other clause or paragraph of these Articles of Incorporation.

ARTICLE IV

CAPITALIZATION AND CAPITAL STOCK

a. Authorized Shares. The aggregate number of shares, which Homewatchers Unlimited of Pinellas, Inc. shall have the authority to issue, is 100 shares of common stock at \$1.00 per share value.

b. Transfer Restrictions. Homewatchers Unlimited of Pinellas, Inc. shall have the right by appropriate action to impose restrictions upon the transfer of any shares of its common stock, or any interest therein, from time to time issued. Homewatchers Unlimited of Pinellas, Inc. shall retain 'First right of refusal' to obtain shares of any of its common stock offered for sale or transfer. Homewatchers Unlimited of Pinellas, Inc. shall have 30 days to decide and 60 days to close on a stock buy back. The existing shareholders shall have 'Second right of refusal' and then the general public.

c. Other Stock Restrictions. No shareholder, except for Homewatchers Unlimited of Pinellas, Inc. shall have the right to offer as collateral or pledge any portion of common stock.

d. Initial Capital. The initial capital of Homewatchers Unlimited of Pinellas, Inc. shall not be less than \$600.00.

ARTICLE V

BOARD OF DIRECTORS

The exact number of directors shall be fixed, and may be increased or decreased from time to time, in the manner provided for in the By-laws. No such decrease shall have the effect of shortening the term of any incumbent director. Each director shall hold office until the election and qualification of his/her successor or until the earlier resignation, death or removal from office.

All company powers shall be exercised by or under the authority of, and the business and affairs of Homewatchers Unlimited of Pinellas, Inc. shall be managed under the direction of the Board of Directors. The Board of Directors shall elect the officers of Homewatchers Unlimited of Pinellas, Inc. as the Board of Directors may deem necessary and it shall determine their compensation. All such Officers shall have such rank, tenure or office powers by appropriate resolution.

The INITIAL BOARD OF DIRECTORS of Homewatchers Unlimited of Pinellas, Inc. shall consist of two members, who need not be shareholders of Homewatchers Unlimited of Pinellas, Inc. and who shall serve as such directors until the first annual meeting of the stock holders or until their successors have been elected and qualified to wit:

Katherine A. Goodner
11624 Grove Street
Seminole, Florida 33772

Barbara Harman
11375 Walker Avenue
Seminole, FL 33772

ARTICLE VI

INCORPORATORS

The names and addresses of the incorporators of Homewatchers Unlimited of Pinellas, Inc. are as follows:

Katherine A. Goodner
11624 Grove Street
Seminole, Florida 33772

Barbara Harman
11375 Walker Avenue
Seminole, FL 33772

ARTICLE VII

INDEMNIFICATION.

Homewatchers Unlimited of Pinellas, Inc. shall indemnify every person who is serving or has served as a director, officer, employee, or an agent of Homewatchers Unlimited of Pinellas, Inc. or at its request, of any other company, partnership, joint venture, trust, or other enterprise, subject to the limitation conditions of such indemnification shall not affect other rights to which such person may be entitled.

Indemnification by Homewatchers Unlimited of Pinellas, Inc. shall cease at such time that a decision by a court of law orders that such present or past director, officer, employee, or agent is guilty of a crime associated to company responsibilities or functions.

ARTICLE VIII

TRANSACTION of Homewatchers Unlimited of Pinellas, Inc. Directors and Officers

a. Corporation Transactions. No contract or other transaction between Homewatchers Unlimited of Pinellas, Inc. and any other person, firm, partnership, corporation, trust, joint venture, syndicate, or other entity shall be in any way affected or invalidated solely by reason of the fact that any director or officer of Homewatchers Unlimited of Pinellas, Inc. is pecuniary or otherwise interested in, or is a director, officer, shareholder, employee, fiduciary, or member of such other entity, or solely by reason of the fact that any director or officer individually, or any entity in which any director or officer is in any way interested, may be a party to or may be interested in a contract or other transaction of Homewatchers Unlimited of Pinellas, Inc.

b. Directors and Officers. The directors and officers of Homewatchers Unlimited of Pinellas, Inc. may conduct and engage in other businesses or activities or interests not involving Homewatchers Unlimited of Pinellas, Inc. and shall be under duty to reveal the nature or extent of such business activities or interests.

ARTICLE IX

Registered Agent.

The name and Florida Street address of the registered agent is:

Katherine A. Goodner
11624 Grove Street N
Seminole, FL 33772

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Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Katherine A. Goodner
Signature/Registered Agent

Feb 9, 2004
Date

ARTICLE X

Amendments.

Homewatchers Unlimited of Pinellas, Inc. reserves the right to amend, alter, change or repeal any provision contained herein, or to add any provision to its Articles of Incorporation from time to time, in any manner now or hereafter prescribed or permitted by the Florida Corporations Code, and all rights and powers conferred upon directors and shareholders hereby are granted, subject to this reservation.

IN WITNESS WHEREOF, we the undersigned, being all of the incorporators designated in Articles V and VI of the foregoing Articles of Incorporation, have executed said Articles of Incorporation as of the 9th day of February in the year 2004.

Barbara Harman

Katherine A Goodner