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## TRANSMITTAL LETTER

FILEL

2004 APR 29 PM 1: 41

Department of State

Division of Corporations
P. O. Box 6327

Tallahassee, FL 32314

REILLY - HARRIGAN SUBJECT: (PROPOSED CORPORATE NAME - MUST Enclosed are an original and one (1) copy of the articles of incorporation and a check for: \$70,00 \$78.75 **\$78.75** \$87.50 Filing Fee Filing Fee Filing Fee Filing Fee, & Certificate of Status & Certified Copy Certified Copy & Certificate of Status ADDITIONAL COPY REQUIRED P. Murphy
Name (Printed or typed) FROM: Boston, City, State & Zip

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

# ARTICLES OF INCORPORATION

**OF** 

2004 APR 29 PM 1:41
TALLAHASSEE FLORIDA

#### **REILLY-HARRIGAN COMPANY**

The undersigned incorporator delivers these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

## ARTICLE I

#### Name

The name of the Corporation shall be Reilly-Harrigan Company.

#### ARTICLE II

## Principal Office

The principal office of the Corporation is located at 589 Young Street, Melbourne, Florida 32935 and its mailing address is 589 Young Street, Melbourne, Florida 32935.

## ARTICLE III

## Corporate Purposes, Powers and Rights

The purpose of the Corporation is to engage in any lawful activity or business permitted under the laws of the United States and the State of Florida.

#### ARTICLE IV

#### **Authorized Stock**

The Corporation shall have the authority to issue ONE THOUSAND (1,000) shares of Common Stock with a \$0.01 par value per share.

#### ARTICLE V

## **Duration of Corporation**

Existence of the Corporation shall commence on the date these Articles of Incorporation are filed by the Secretary of State and the Corporation shall exist perpetually unless dissolved according to law.

#### ARTICLE VI

## Board of Directors

The number of directors of the Corporation shall be not less than one (1) and not more than five (5), as determined from time to time by the Board of Directors.

The business and affairs of the Corporation shall be managed by the Board of Directors, in addition to any powers conferred herein or in the Bylaws, the Board of Directors may, subject to any express limitation contained in these Articles of Incorporation or in the Bylaws, exercise the full extent of powers conferred by the laws of the State of Florida upon corporations or directors thereof and the enumeration and definition of particular powers herein or in the Bylaws shall in no way be deemed to restrict or otherwise limit those lawfully conferred powers.

#### ARTICLE VII

#### Initial Board of Directors

The initial Board of Directors shall consist of ONE (1). The name and address of this person who shall serve as director of the Corporation until the first meeting of shareholders is:

Finnbarr P. Murphy, 589 Young Street, Melbourne, FL 32935

## ARTICLE VIII

#### **Bylaws**

The Board of Directors of the Corporation shall make and adopt Bylaws for the Corporation, and said board and its successors in office shall have power to alter, amend, and rescind such Bylaws or to adopt new Bylaws.

#### ARTICLE IX

#### Indemnification

Every director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon such director or officer in connection with any proceeding or any settlement of any proceeding to which such director or officer may be a party or in which such director or officer may become involved by reason of such director or officer being or having been a director or officer of the Corporation, whether or not such director or officer is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of the director's or officer's duties; provided that in the event of a settlement before entry of judgment, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

#### ARTICLE X

#### Initial Registered Office and Agent

The initial registered office of the Corporation is located at 589 Young St., Melbourne, FL 32935 and the name of the initial registered agent is Finnbarr P. Murphy.

#### ARTICLE XI

#### Amendment

The Corporation reserves the right to amend or repeal any problems in these Articles of Incorporation, or any amendments hereto, in the manner now or hereafter prescribed by statute. Any rights conferred upon the shareholders are granted subject to this reservation.

#### ARTICLE XII

## Pre-emptive Rights

Every shareholder, upon the sale for cash of any new stock of the Corporation shall have the right to purchase his pro-rata share thereof (as nearly as can be done without issuing fractional shares) at the price at which it is offered to others.

## ARTICLE XIII

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TALLAHASSEE FLORIDA

### Incorporator

The name and address of the incorporator of the Corporation is:

Finnbarr P. Murphy, 589 Young St., Melbourne, FL 32935

Executed this 26th day of April 2004

FINNBARR P. MURPHY Incorporator

Finnban P. Murphy

# ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above stated corporation and the place designated in this Certificate, I hereby accept the appointment of Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

FINNBARR P. MURPHY

Finabara P. Murphy

Registered Agent Date: April 26<sup>th</sup>, 2004