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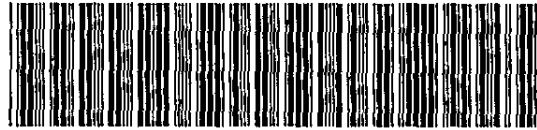
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*G. Richard Chamberlin, attorney**

Florida & Georgia Bars only

June 9, 2004

Secretary of State
Division of Corporations
P.O. Box 6327
409 E. Gaines Street
Tallahassee, Florida 32399
Tel: 850-245-6052

Mail to:

Robert J. Holiday
P.O. Box 154
Lady Lake, FL 32158
352-572-8423

Re: *Holiday Enterprises Heat & Air, Inc.* ^{RM}

Dear Sir or Ma'am:

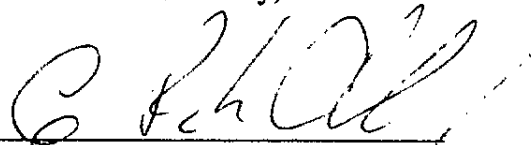
Please find enclosed copies of the following:

1. Original and one copy of the Articles of Incorporation for the above named corporation.
2. Acceptance of Appointment of Registered Agent.
3. Cashiers Check no. 2112070 in the amount of \$70.00.
4. Letter from the President of Holiday Enterprises, Inc., authorizing the use of the name.

Please return a copy of the filed Articles of Incorporation to the following address:

P.O. Box 154, Lady Lake, FL 32158

Sincerely,


G. Richard Chamberlin, Esq.

HOLIDAY ENTERPRISES, INC.

6944 SE 135th Street
Summerfield, Florida 34491
352-266-4765

June 8, 2004

Secretary of State
Division of Corporations
P.O. Box 6327
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Permission to use Name

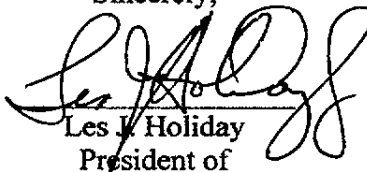
Dear Sir or ma'am:

Please be advised that on behalf of Holiday Enterprises, Inc., a Florida corporation, we hereby give permission for Robert J. Holiday to use the corporate name:

HOLIDAY ENTERPRISES HEAT & AIR, INC..

Enclosed is a copy of a resolution passed by the Holiday Enterprises, Inc., Board of Directors.

Sincerely,

A handwritten signature in black ink, appearing to read "Les J. Holiday", is written over a horizontal line.

Les J. Holiday
President of
Holiday Enterprises, Inc.

**ARTICLES OF INCORPORATION
OF
HOLIDAY ENTERPRISES HEAT & AIR, INC.**

THE UNDERSIGNED, for the purpose of forming a corporation for profit pursuant to Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

WITNESSETH:

**ARTICLE I
NAME**

The name of the Corporation is:

HOLIDAY ENTERPRISES HEAT & AIR, INC.

**ARTICLE II
DURATION**

This Corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State of Florida.

**ARTICLE III
PURPOSES**

This Corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV
CAPITAL STOCK**

This Corporation is authorized to issue 7,500 shares of Common Stock, One Dollar par value.

**ARTICLE V
QUORUM FOR STOCKHOLDERS MEETINGS**

Unless otherwise provided for in the Corporation's Bylaws, a majority of the shares entitled to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of stockholders.

FILED
CLERK OF THE DEPARTMENT OF STATE
JAN 11 1961

ARTICLE VI
PRINCIPAL OFFICE AND INITIAL REGISTERED OFFICE AND REGISTERED
AGENT

The street address of the corporations principal office is 2453 Senett Drive, Apartment 301, Leesburg, Florida 34748. The street address of the initial registered office of this Corporation is 2543 Senett Drive, Apartment 301, Leesburg, Florida 34748, and the name of the initial registered agent of this corporation at such address is: Robert J. Holiday.

HAVING BEEN NAMED AS A REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION FOR PROFIT AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of directors may be either increased or diminished from time to time in the manner provided in the Bylaws, but shall never be less than one. The name and address of the initial director of the corporation is as follows:

ROBERT J. HOLIDAY
mailing address:
P.O. Box 1954
Laddy Lake, Florida 32158

street address:
2543 Senett Drive, Apt. 301
Leesburg, Florida 34748

ARTICLE VIII
INCORPORATORS

The name and addressee of the Corporation's incorporator is:

ROBERT J. HOLIDAY
mailing address:
P.O. Box 1954
Lady Lake, Florida 32158

Street Address:
2543 Senett Drive, Apt. 301
Leesburg, Florida 34748

ARTICLE IX
INDEMNIFICATION

The Corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

ARTICLE X
LIMITATION ON STOCKHOLDER SUITS

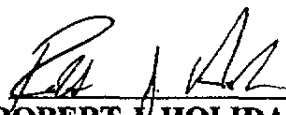
Stockholders shall not have a cause of action against the Corporation's Officers, Directors or agents as a result of any action taken, or as a result of their failure to take any action, unless deprivation of such right is deemed a nullity because, in the specific case, deprivation of a right of action would be impermissibly in conflict with the public policy of the State of Florida. The fact that this Article shall be inapplicable in certain circumstances shall not render it inapplicable in any other circumstances and the Courts of the State of Florida are hereby granted the specific authority to restructure this Article, on a case by case basis or generally, as required to most fully give legal effect to its intent.

* * *

IN WITNESS WHEREOF, we have subscribed our names this 8th day of June, 2004.

*Signed, Sealed & Delivered
In Our Presence*


ROBERT J. HOLIDAY
Incorporator


ROBERT J. HOLIDAY
Registered Agent

STATE OF FLORIDA }
COUNTY OF MARION } ss.:

THE FOREGOING INSTRUMENT was acknowledged before me, on the 7th day of June, 2004, by **ROBERT J. HOLIDAY**, who is personally known to me tor who produced _____ as identification and who did/ did not take an oath.

Cheryl Fitzgerald
Notary Public

CHERYL FITZGERALD
Print Name

commission expiration:
commission No.:



HOLIDAY ENTERPRISES, INC.
RESOLUTION OF
BOARD OF DIRECTORS

THE UNDERSIGNED, being the duly elected Board of Directors of **HOLIDAY ENTERPRISES, INC.** (Hereafter referred to as "the Corporation"), pursuant to authority granted under Florida Statutes hereby take the following actions and adopt the following resolutions:

WITNESSETH:

1. **RESOLVED**, that the Board of Directors hereby consents, allows, permits and does not object to: ROBERT J. HOLIDAY using the new corporate name;

HOLIDAY ENTERPRISES HEAT & AIR, INC."

The President of the Company is hereby authorized to execute all appropriate documents needed for the implementation of the terms of this Resolution.

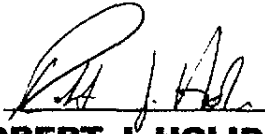
DONE, effective as of the 8th day of June, 2004.


Les J. Holiday
Sole Director,
President, and Secretary
of Holiday Enterprises, Inc.

**ACCEPTANCE OF APPOINTMENT
OF REGISTERED AGENT**

HAVING BEEN NAMED AS A REGISTERED AGENT AND TO ACCEPT
SERVICE OF PROCESS FOR *Holiday Enterprises, Inc.*, A CORPORATION FOR
PROFIT AT 2543 SENETT DRIVE, APARTMENT 301, LEESBURG, FLORIDA
34748 I HEREBY ACCEPT APPOINTMENT AS REGISTERED AGENT AND
AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH
THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH
AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED
AGENT.

THIS NINTH DAY OF JUNE, 2004



ROBERT J. HOLIDAY

**2543 SENETT DRIVE, APARTMENT 301
LEESBURG, FLORIDA 34748
352-572-8423**