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#### Marsha M. Flaige

Certified Public Accountant PMB 359 – 11250 St. Augustine Road Jacksonville, Florida 32257

Mailing address: 12390 Aladdin Road Jacksonville, FL 32223

Telephone 904-880-5520 Fax 904-262-0335 E-mail: flaigem@bellsouth.net

July 1, 2004

Department of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

RE: Walsh Project Management Consulting, Inc.

Enclosed are an original and one copy of the articles of incorporation and a check for \$70.00

Please return filed copy to:

Marsha M. Flaige, CPA 12390 Aladdin Road Jacksonville, FL 32223

If you need anything further or have any questions, you may call me on my cell at 904-463-0531.

Marsha M. Flaige

Enclosures

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### ARTICLES OF INCORPORATION OF WALSH PROJECT MANAGEMENT CONSULTING, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act and in compliance with Chapter 607 and/or 621, F.S., hereby adopt the following articles of incorporation:

#### ARTICLE I – NAME

The name of the corporation is Walsh Project Management Consulting, Inc.

#### ARTICLE 2 - PRINCIPAL OFFICE

The address of the corporation's initial principal office is 317 Sweetbrier Branch Lane, Jacksonville, FL 32257.

#### **ARTICLE 3 – DURATION**

The corporation's duration shall be perpetual or until dissolved on a vote of the shareholders as hereafter provided.

#### **ARTICLE 4 – PURPOSE**

The purpose of the corporation is to engage in any lawful activity or business

#### ARTICLE 5 – CAPITAL STOCK

The total number of shares of capital stock which the corporation shall be authorized to issue is One Thousand (1,000) shares, such shares shall be of a single class of common stock, and shall have a par value of one one-hundredth Dollar (\$0.001) per share.

#### ARTICLE 6 - CORPORATE POWERS

The corporation shall have all the rights and powers now or hereafter conferred on corporations by the laws of the State of Florida.

#### ARTICLE 7 – INITIAL OFFICERS AND/OR DIRECTORS

The corporation is to be managed by a board of directors. The number of directors constituting the initial board of directors is two (2), and the names and addresses of the initial directors are:

Brian F. Walsh 317 Sweetbrier Branch Lane

Jacksonville, Florida 32257

Esther Walsh 317 Sweetbrier Branch Lane

Jacksonville, Florida 32257

The initial directors shall hold office until their successors are elected and qualify as provided by the bylaws. Thereafter the term of office of each director shall be one year and until the director's resignation, disqualification, removal or the election and qualification of the successor. The number of directors set forth herein and constituting

the initial board of directors shall be the authorized number of directors until such number is changed by the bylaw duly adopted by the shareholders.

The initial officers of the corporation shall be as follows;

Brian F. Walsh – President 317 Sweetbrier Branch Lane

Jacksonville, Florida 32257

Esther Walsh, Secretary/Treasurer 317 Sweetbrier Branch Lane

Jacksonville, Florida 32257

The initial officers shall hold office until their successors are appointed by the board of directors and qualify as provided by the bylaws.

#### ARTICLE 8 - AMENDMENT

The shareholders shall have the power to adopt, amend, alter, change or repeal the articles of incorporation when proposed and approved at a stockholders meeting, with not less than a majority vote of the authorized and issued common stock, except as provided on ARTICLE 12 – DISSOLUTION.

#### ARTICLE 9 - PREEMPTIVE RIGHTS

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of the corporation as may be issued for money, or any property or services from time to tome, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder of all shares of common stock currently authorized and issued.

#### ARTICLE 10 – STOCK TRANSFERS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the net asset value thereof. Such offer shall be in writing, sighed by the shareholder; shall be sent by certified mail or hand delivered to the president or secretary of the corporation at its principal place of business and shall remain open for acceptance by the corporation for a period of ninety days from the date of mailing. If the corporation fails or refuses within such period to make satisfactory arrangements for the purpose of such shares, the shareholder shall have the right to dispose of the shares in any lawful manner.

On the death or incompetence of any shareholder, the corporation shall have the right to purchase all shares owned by such shareholder immediately prior to the share holder's death or incompetence on the terms set forth above, and this provision shall be binding on the executor, administrator or personal representative of each shareholder.

Each share certificate issued by the corporation shall have printed or stamped on it a legend giving notice of a transfer restriction. Such shall be evidence on the stock certificate form adopted by the corporation.

#### ARTICLE 11 – INDEMINFICATION

The corporation shall indemnify any current or past director, officer, or employee form all liability and expenses related thereto, threatened or imposed, upon such person to the fullest extent permitted by law, now or hereafter existing. Such indemnification shall inure to the benefit of the heirs, personal representatives and administrators of such person.

#### ARTICLE 12 - DISSOLUTION

The corporation may be dissolved at any time by unanimous written consent of the shareholders. On dissolution, the corporate property and assets shall, after payment of the debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by the shareholder.

#### **ARTICLE 13 – REGISTERED AGENT**

The name of the initial registered agent of the corporation located at such office is Esther Walsh, 317 Sweetbrier Branch Lane, Jacksonville, Florida 32257.

#### ARTICLE 14 – INCORPORATOR

The incorporator is Marsha M. Flaige, 12390 Aladdin Road, Jacksonville, Florida 32223.

THE UNDERSIGNED INCORPORATOR OF THIS CORPORATION EXECUTES THESE ARTICLES OF INCORPORATIN AT JACKSONVILLE, FLORIDA THIS 17<sup>TH</sup> DAY OF JUNE, 2004.

Marsha M. Flaige, Incorporate

Marsha M. Flaige, incorporator

Date

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.

\_\_\_\_\_

Esther Walsh, Registered Agent

Date