

P04000119629

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

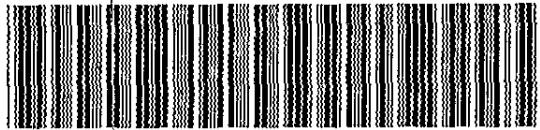
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



800039607158

US/17/04--01041--005 \*\*70.00

SECRET  
DIVISION OF CORPORATIONS  
04 AUG 17 AM 10:25

RECEIVED  
04 AUG 17 AM 11:30  
DEPT. OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

1041-31313

**CAPITAL CONNECTION, INC.**

Virginia Street, Suite 1 • Tallahassee, Florida 32301  
8870 • 1-800-342-8062 • Fax (850) 222-1222

*SBD of Florida, Inc.*

- Art of Inc. File \_\_\_\_\_
- LTD Partnership File \_\_\_\_\_
- Foreign Corp. File \_\_\_\_\_
- L.C. File \_\_\_\_\_
- Fictitious Name File \_\_\_\_\_
- Trade/Service Mark \_\_\_\_\_
- Merger File \_\_\_\_\_
- Art. of Amend. File \_\_\_\_\_
- RA Resignation \_\_\_\_\_
- Dissolution / Withdrawal \_\_\_\_\_
- Annual Report / Reinstatement \_\_\_\_\_
- Cert. Copy \_\_\_\_\_
- Photo Copy \_\_\_\_\_
- Certificate of Good Standing \_\_\_\_\_
- Certificate of Status \_\_\_\_\_
- Certificate of Fictitious Name \_\_\_\_\_
- Corp Record Search \_\_\_\_\_
- Officer Search \_\_\_\_\_
- Fictitious Search \_\_\_\_\_
- Fictitious Owner Search \_\_\_\_\_
- Vehicle Search \_\_\_\_\_
- Driving Record \_\_\_\_\_
- UCC 1 or 3 File \_\_\_\_\_
- UCC 11 Search \_\_\_\_\_
- UCC 11 Retrieval \_\_\_\_\_
- Courier \_\_\_\_\_

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
04 AUG 17 AM 10:25

Signature \_\_\_\_\_

Requested by: *WL* 8/17 11:00  
Name Date Time

Walk-In \_\_\_\_\_ Will Pick Up \_\_\_\_\_

**ARTICLES OF INCORPORATION**

**OF**

**SBD of West Florida, Inc.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby presents these Articles to form a Corporation under the laws of the State of Florida.

**ARTICLE I. NAME**

The name of this Corporation is **SBD of West Florida, Inc.**

**ARTICLE II. NATURE OF BUSINESS**

The general nature of the business to be transacted is as follows:

This Corporation may engage in any transaction or all lawful businesses for which corporations may be incorporated under Chapter 607, Florida Statutes.

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock this Corporation is authorized to have outstanding at any one time shall be 1000 shares of par value stock at One Dollar (\$1.00) par value per share.

**ARTICLE IV. TERMS OF EXISTENCE**

This Corporation shall exist perpetually and its existence shall cease only upon its lawful dissolution.

**ARTICLE V. ADDRESS**

The principal office of the Corporation shall be in Escambia County, Florida, and the address of the principal office **211 West Moreno Street, Pensacola FL 32501.**

**ARTICLE VI. DIRECTORS**

The number of Directors is hereby fixed at not less than one, nor more than five. The number of Directors to be chosen for any given year shall be determined by the stockholders at the annual meeting for the election of Directors.

**ARTICLE VII. INITIAL DIRECTORS**

The name and address of each member of the first Board of Directors, who, subject to the provisions of these Articles of Incorporation, the By-Laws of this Corporation, and the laws of Florida, shall hold office for the

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
04 AUG 17 AM 10:25

first year of the existence of the Corporation, or until a successor is elected and has qualified, are as follows:

**Daniel L. Roberts**  
**211 West Moreno Street**  
**Pensacola, Florida 32501**

#### **ARTICLE VIII. SUBSCRIBER**

The name and address of the subscribers of these Articles of Incorporation, and the number of shares which they agree to take and pay for, are as follows:

**Daniel L. Roberts**  
**211 West Moreno Street**  
**Pensacola, Florida 32501**  
**100 Shares**

The whole, or any part of the capital stock of the Corporation (including that subscribed herein) may be paid for in money, or property, labor, services, or real estate having a value in the judgment of the Board of Directors equivalent to the full par value of the share of stock to be issued.

The Board of Directors is hereby authorized to issue and hold all or any part of the shares of the capital stock of the corporation (including that subscribed herein) as partly paid, subject to call thereon, until the whole thereof has been paid.

#### **ARTICLE IX. ADDITIONAL PROVISIONS**

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation, and creating, dividing, limiting, and regulating the powers of the Corporation, its stockholders and directors, are hereby adopted as a part of these Articles of Incorporation:

- A. No person shall be required to own, or control stock on the Corporation as a condition precedent to holding any office of this Corporation.
- B. No contract or other transaction between the Corporation and any other corporation, and no other act of the Corporation with relation to any other corporation, shall, in the absence of fraud, in any way be invalidated or otherwise affected by the fact that any one or more of the Directors of the Corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation. Any Director of the Corporation may vote upon

any contract or other transaction between the Corporation and any subsidiary or affiliated corporation, without regard to the fact that he individually or as a member of such firm or association is such a party or so interested, provided such interest shall be disclosed or shall have been known to the Board of Directors or a majority of such members thereof as shall be present at any meeting of the Board of Directors at which action upon such contract or transaction shall be taken; and in any case described in this paragraph, any such Director may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize any such contract or transaction.

#### ARTICLE VIII. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholder, and approved at a stockholder meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

  
Daniel L. Roberts

Dated : August 13, 2004

**DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE AND ACCEPTANCE OF SUCH DESIGNATION**

Pursuant to the provisions of Sections, 607.0501 or 617.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office / Registered Agent, in the State of Florida.

1. The name of the Corporation: **SBD of West Florida, Inc.**
2. The name and address of the Registered Agent and Office is:

**Daniel L Roberts  
211 West Moreno  
Pensacola, Florida 32501**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS 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.

  
Daniel L. Roberts

Dated: August 13, 2004

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
04 AUG 17 AM 10:25