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(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

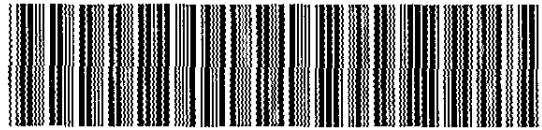
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
04 AUG 30 AM 9:57

TRANSMITTAL LETTER

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

SUBJECT:

LAID-BACK, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a-check
for:

☒ \$70.00 ☐ \$78.75
Filing Fee Filing Fee
 & Certificate of
 Status

FROM:

Wendell D. Carroll

NAME (Printed or typed)

3190 Laurel Drive

Address

Gulf Breeze, FL 32563

City, State & Zip

850-934-3102

Daytime Telephone number

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

ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, KS. (Profit)

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TALLAHASSEE, FLORIDA

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ARTICLE I

The name of the corporation shall be: Laid-Back, Inc., (a Florida corporation).

ARTICLE II

The principal place of business/mailling address is: 3190 Laurel Drive, Gulf Breeze, Florida 32563; mailing address being the same.

ARTICLE III

The purpose for which the corporation is organized is:

- 1) To provide the service of operation of a plumbing design and drafting firm at the location specified by the officers of the corporation
- 2) Direct or through ownership of stock in any corporation, to purchase or otherwise acquire, hold, manufacture,, sell, exchange, mortgage, pledge, hypothecate, deal in and dispose of commodities, and other personal and real property of every kind and any interest therein.
- 3) To purchase or otherwise acquire, hold, sell, exchange, pledge, hypothecate underwrite, deal in and dispose of stocks, bonds, notes, debentures and other evidences of indebtedness and obligations and securities of any corporation, company, association, partnership, syndicate, entity, or person, domestic or foreign, and of any domestic or foreign state government or governmental authority or of any political or administrative subdivision or department thereof, and certificates or receipt of any kind representing or evidencing any interest in any such stock bonds, notes, debentures, evidences of indebtedness, obligations or securities; to issue it own shares of stock, bonds, notes, debentures, evidences of indebtedness and obligations and securities for the acquisition of any such stocks, bonds, notes, debentures, evidences of indebtedness, obligations, securities, certificates or receipts, to exercise rights of ownership in respect thereof; and to the extent now or hereafter if permitted by law, to aid by loan, subsidy, or guaranty or otherwise those issuing, creating or responsible for any such stock bonds, notes, debentures, evidences of indebtedness, obligations, securities, certificates or receipts.
- 4) To purchase or otherwise acquire, hold, exchange, pledge, hypothecate sell, deal in and dispose of mortgages covering any kind of property, tax liens and transfers of tax liens on property.
- 5) To borrow or raise monies for any of the purposes of the corporation and from time to time, without limit as to amount, to draw, make, accept, endorse, execute, issue and grant promissory notes, drafts, bills of exchange, warrants, options, bonds, debentures and other negotiable or non—negotiable instruments, evidences of indebtedness and

agreements; to secure the payment thereof and of the interest thereon and the performance thereof by mortgages upon or pledge, conveyance or assignment in trust of the whole or any part of the assets of the corporation, whether at the time owned or thereafter acquired and whether located in or out of the State of Florida; and to sell pledge or otherwise dispose of such securities and other obligations of the corporation for its corporate purposes.

6) To purchase or otherwise acquire, undertake, carry on, improve or develop all or any of the business, good will, rights, assets and liabilities or any person, firm, association or corporation carrying on any kind of business similar in nature to that which this corporation is authorized, to carry on, pursuant to the provisions of this certificate, and to hold, utilize and in any manner dispose of the rights and property so acquired.

7) To enter into any lawful arrangements for sharing profits, with any person, employee, corporation, trade union or other interest and to enter into any reciprocal concession or cooperative agreement with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign in the carrying on of any business which the corporation is authorized to carry on or any business or transaction deemed necessary, convenient or incidental to carrying out of any of the purposes of the corporation.

8) To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign or of any domestic or foreign state, government or governmental authority or of any political or administrative subdivision or department thereof, and to perform and carry out, assign, cancel or rescind any such contracts.

9) To exercise all or any of the corporate powers and to carry out all or any of the purposes enumerated herein or otherwise granted or permitted by law, while acting as agent, nominee or attorney-in-fact for any persons or corporations and to perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual or other entity, and in such capacity or under such arrangement to develop, improve, stabilize, strengthen or extend the property and commercial interests thereof and to aid, assist or participate in any lawful enterprises in connection therewith or incidental to such agency, representation or service and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida.

10) To exercise all or any of the corporate powers and rights in the State of Florida, other states, the District of Columbia, the territories, possessions or dependencies of the United States and in foreign countries, but only in the manner and to the extent permitted by the respective laws thereof and to establish and maintain offices and agencies within and anywhere outside of the State of Florida.

11) To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers herein set forth, either alone or associated with others and incidental or pertaining to or growing out of or connected with its business or powers, provided the same be not inconsistent with the laws of the State of Florida.

12) Nothing herein contained shall be deemed or construed as authorizing, or permitting or purporting to authorize or permit the corporation to carry on any business, exercise any power or do any act which the corporation may not, under the laws of the State of Florida, lawfully carry on, exercise or do.

13) The purposes and powers specified on the clauses contained in the Article are to be construed both as purposes and powers and shall, except when otherwise expressed in this Article, be in no way limited or restricted by reference to or inference from the terms of any other clause of this or any other Article of the Certificate, but each of the purposes and powers specified in this Article shall be regarded as independent purposes and powers and the specification herein contained of particular powers is not intended to be and shall not be held to be in limitation of the general powers granted to corporations under the laws of the State of Florida, but is intended to be and shall be held to be in furtherance thereof.

ARTICLE IV

The amount of total authorized capital stock of this corporation shall be represented by a single class of common stock not exceeding 100 shares, each share having no par value. The amount of paid in capital stock with which this corporation shall commence business is not less than \$1.00.

When consideration therefore has been fully paid, no share of stock in this corporation shall be liable to any further call or assessment thereof.

ARTICLE V

The duration of the corporation shall be perpetual.

ARTICLE VI

The name, address and title of the Directors are as follows:

Wendell D. Carroll / President

3482 Willow Lane

Gulf Breeze, FL 32563

Edie N. Slater / Secretary, Treasurer

3190 Laurel Drive

Gulf Breeze, FL 32563

ARTICLE VII

The name and address of the subscribers of this Certificate of Incorporation and the number of shares of stock which said subscriber agrees to take are as follows:

Wendell D. Carroll 49 shares

3482 Willow Lane

Gulf Breeze, FL 32563

Edie N. Slater 51 shares

3190 Laurel Drive

Gulf Breeze, FL 32563

ARTICLE VIII

After the first 100 shares of this corporation's authorized shares have been issued, each holder of shares in this corporation shall have the first right to purchase shares (and securities convertible into shares) of this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty days of receipt of a notice in writing from the corporation stating the prices, terms and, conditions of the issue of shares and inviting him to exercise his pre-emptive rights.

ARTICLE IX

All corporate powers, excepting the sale, mortgage, hypothecation, and pledge of the whole or any major portion of the corporation property, shall be exercised by the Board of Directors. The Directors shall be exercised by the board of Directors. The Directors shall not be entitled to any salaries or income by reason of service as a Director unless such compensation shall be regularly, approved by the Board of Directors.

ARTICLE X

No contract or other transaction between this corporation and any other corporation shall be affected or invalidated by the fact that any Director of this corporation is interested in, or is a director or officer of, such other corporation, and any Director or Directors, individually or jointly, maybe a party or parties to or may be interested in any contract or transaction of this corporation or in which this corporation is interested; and no contract, act, or transaction of this corporation with any person, firm, or corporation, shall be affected or invalidated by the fact' that any Director of this corporation is a party to, or interested in such contract, act, or transaction, or in any way connected with such person,

firm, or corporation, and each person who may become a Director of this corporation, is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any wise interested.

ARTICLE XI

Notice shall be given of annual or special meetings of stockholders, as provided by the By-Laws. Special meetings of the stockholders may be called as provided by the By-Laws.

Each share of common stock issued and outstanding, as shown by the corporate records, shall be entitled to one vote for each Director and on each question or proposition voted on at all annual stockholders meetings, or special meetings and such vote may be made by proxy.

ARTICLE XII

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

Wendell D. Carroll
3482 Willow Lane
Gulf Breeze, FL 32563

ARTICLE XIII

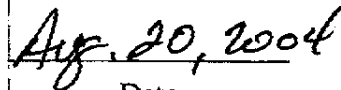
The name and address of the Incorporator is:

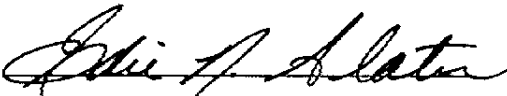
Edie N. Slater
3190 Laurel Drive
Gulf Breeze, FL 32563

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.



Signature/Registered Agent


Date



Signature/Incorporator


Date

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