

P04000138567

(Requestor's Name)

1252 25<sup>th</sup> Terr S.W.

(Address)

Vero Beach, Fla. 32968

(Address)

(City/State/Zip/Phone #)

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☐ WAIT

☐ MAIL

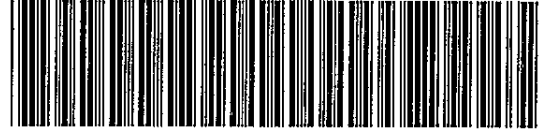
(Business Entity Name)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2004 OCT -6 P 1:05

FILED

**ARTICLES OF INCORPORATION  
OF  
JUSTICE CARPET CLEANING OF JUPITER AND STUART, INC.**

FILED  
2004 OCT -6 PM 05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**THE UNDERSIGNED SUBSCRIBER**, acting as Incorporator of a corporation (hereinafter referred to as the "CORPORATION"), under the provisions of the Statutes of the State of Florida, does hereby make, subscribe, acknowledge and file the following Articles of Incorporation.

**ARTICLE 1.**

1.1) **Name:** The name of the Corporation is:

**Justice Carpet Cleaning of Jupiter and Stuart, Inc.**

**ARTICLE 2.**

2.1) **Purposes:** The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE 3.**

3.1) **Number of Authorized Shares:** The aggregate number of shares of capital stock which the Corporation shall have authority to issue is

One Thousand Shares (1,000) of Common Stock of a par value of One Dollar (\$1.00) per share.

**3.2) Payment for Shares:** The consideration for the issuance of shares of capital stock of the Corporation may be paid, in whole or in part, in money, in other property tangible, intangible, or in labor of services actually performed for the Corporation. When payment of the consideration for which such shares are to be issued shall have been received by the Corporation, such shares shall be deemed to be fully paid and non-assessable. In the absence of fraud in the transaction, the judgment of the Board of Directors or the Stockholders, as the case may be, as to the value of the consideration received for such shares shall be conclusive.

**3.3) Dividends:** The holders from time to time of shares of capital stock of the Corporation shall be entitled to receive when and as declared by the Board of Directors, from the net earnings or from the surplus of the assets over the liabilities including capital of the Corporation, but not otherwise, dividends payable either in cash, in property or in shares of capital stock of the Corporation.

**3.4) To Whom Shares May Be Sold:** Any shares of capital stock of any description of the Corporation may be issued, sold or otherwise disposed of by it from time to time to such persons, firms, organizations, associations, corporations or other legal entities, and upon such terms and conditions as the Board of Directors of the Corporation may from time to time determine.

**3.5) Preemptive and Similar Rights:** No holder or owner of capital stock of the Corporation or other securities of the Corporation which may be convertible into or evidence the right to acquire shares of capital stock of the Corporation shall have any preferential or preemptive right whatsoever to purchase any additional shares of capital stock of the Corporation whether such shares be issued for cash, property, services or otherwise.

#### **ARTICLE 4.**

**4.1) Initial Capital:** The amount of capital with which the Corporation will begin business shall be not less than Five Hundred Dollars.

## **ARTICLE 5.**

**5.1) Period of Duration:** The Corporation is to have perpetual existence.

## **ARTICLE 6.**

**6.1) Address:** The street address of the principal office of the Corporation in the State of Florida is 1252 25<sup>th</sup> Terrace SW, Vero Beach, Florida 32968. The Board of Directors may from time to time move the principal office to any other address in Florida.

## **ARTICLE 7.**

**7.1) Initial Board of Directors:** The first Board of Directors of the Corporation shall consist of one member who need not be a resident of the State of Florida or a stockholder of the Corporation.

**7.2) Names and Addresses:** The names and street address of the members of the first Board of Directors who shall hold office until the first annual meeting of stockholders or until their successors have been elected or appointed and have qualified, are: **RONALD W. LEES, 1252 25<sup>th</sup> TERRACE SW, VERO BEACH, FLORIDA 33455. HE WILL**

**ALSO BE THE REGISTERED AGENT AND THIS ADDRESS WILL  
BE THE REGISTERED OFFICE.**

**7.3) Increase or Decrease of Directors:** The number of Directors may be increased or decreased from time to time by Amendment of the By-Laws, but no decrease shall (a) have the effect of shortening the term of any incumbent director, or (b) reduce the numbers of Directors to less than one.

#### **ARTICLE 8.**

**8.1) Subscribers:** The name and street address of the subscriber to these Articles of Incorporation is: **RONALD W. LEES, 1252 25<sup>TH</sup>  
TERRACE SW, VERO BEACH, FLORIDA 32968.**

#### **ARTICLE 9.**

#### **PROVISIONS FOR REGULATION OF THE INTERNAL AFFAIRS OF THE CORPORATION**

**9.1) Meetings of Stockholders:** Meetings of the stockholders of the Corporation may be held at such place, either within or without the State of Florida, as may be provided by the By-Laws. In the absence of any such provisions, all meetings shall be held at the principal office of the Corporation.

9.2) **Meetings of Directors:** Meetings of the Board of Directors of the Corporation, annual, regular, or special, may be held either within or without the State of Florida.

9.3) **By-Laws:** The initial By-Laws of the Corporation shall be adopted by its Board of Directors. The power to alter, amend or repeal the By-Laws, or to adopt new By-Laws, shall be vested in the Board of Directors. The By-Laws may contain any provisions for the regulation. Management and government of the business, affairs and property of the Corporation not inconsistent with the Laws of the State of Florida, or these Articles of Incorporation.

9.4) **Interest of Directors in Contracts:** Any contract or other transaction between the Corporation and one or more of its directors, or between the Corporation and any firm, organization, association, corporation or other legal entity of which one or more of its directors are stockholders, members, directors, officers or employees, or in which he or they are otherwise interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the Board of Directors of the Corporation which acts upon, or in reference to, such contract or transaction, and notwithstanding his or their participation on such action, if

the fact of such interest shall be disclosed or know to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve or ratify such contract or transaction by a vote of a majority of the directors present, such interested director or directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote. This provision shall not be construed to invalidate any contract other transaction which would otherwise be valid under the common and statutory law applicable thereto.

#### **ARTICLE 10.**

**10.1) Amendments to Articles of Incorporation:** The

Corporation reserves the right from time to time to amend, alter or repeal, or to add any provisions to its Articles of Incorporation (as now constituted or hereinafter amended) in any manner now or hereafter prescribed or permitted by the Florida Statutes, or any amendment thereto and all rights conferred upon stockholders by these Articles of Incorporation (as now constituted or hereafter amended) are granted subject to this reservation.

By: Ronald W. Lees  
RONALD W. LEES



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED.

THE FOLLOWING IS SUBMITTED:

FIRST, THAT JUSTICE CARPET CLEANING OF JUPITER  
AND STUART, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER  
THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL  
PLACE OF BUSINESS AT THE CITY OF HOBE SOUND, STATE OF  
FLORIDA, HAS NAMED RONALD W. LEES LOCATED AT 1252 25<sup>TH</sup>  
TERRACE SW, VERO BEACH, FLORIDA 32968 AS ITS AGENT TO  
ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: Ronald W. Lees  
(Corporate Officer)

TITLE: PRESIDENT

DATE: 10-4-04

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS  
FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNA-

TED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS  
CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE  
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND  
COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: Ronald W. Lees  
(Resident Agent)

DATE: 10-4-04

**FILED**  
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TALLAHASSEE, FLORIDA