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TRANSMITTAL LETTER

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

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05 JAN 14 AM 10:58

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

SUBJECT: Ombres Properties, 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

☐ \$78.75 ☐ \$87.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status

ADDITIONAL COPY REQUIRED

FROM: Daniel M. Copeland, Attorney at Law, P. A.

Name (Printed or typed)

9310 Old Kings Road South, Suite 1501

Address

Jacksonville, Florida 32257

City, State & Zip

(904) 482-0616

Daytime Telephone number

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

**ARTICLES OF INCORPORATION
OF
OMBRES PROPERTIES, INC.**

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05 JAN 14 AM 8:43

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:

ARTICLE I. CORPORATE NAME

The name of this corporation is: OMBRES PROPERTIES, INC.

ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of this corporation is P.O. Box 17023, Jacksonville, Florida 32245. The mailing address of the corporation is P.O. Box 17023, Jacksonville, Florida 32245.

ARTICLE III. 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 IV. PURPOSES

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

ARTICLE V. CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock.

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in 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 preempted within thirty (30) 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 preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE VI. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 9310 Old Kings Road, South, Bldg. 1501, Jacksonville, Florida 32257, and the name of the initial registered agent at such address is Daniel M. Copeland, Esquire.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time in the manner provided in the bylaws but shall never be less than one. The names and addresses of the initial director of the corporation are as follows: Steve McWhirter, as President, whose address is P.O. Box 17023, Jacksonville, Florida 32245, and Jacqueline B. McWhirter, as Vice-President, whose address is P.O. Box 17023, Jacksonville, Florida 32245.

ARTICLE VIII. INCORPORATOR

The name and address of the corporation's Incorporator is Steve McWhirter, whose address is P.O. Box 17023, Jacksonville, Florida 32245.

ARTICLE IX. INDEMNIFICATION

This 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.

IN WITNESS WHEREOF, I have subscribed my name this 28th day of December, 2004.


INCORPORATOR

CERTIFICATE

In compliance with Florida Statutes, the following is submitted:

That Palma Properties, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at P.O. Box 17023, Jacksonville, Florida 32245, has named Daniel M. Copeland, Esquire, at 9310 Old Kings Road South, Bldg. 15, Jacksonville, Florida 32257, as its agent to accept service of process within the state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation at the place designated in this Certificate, the undersigned agrees to act in this capacity and agrees to comply with the provisions of Florida law relative to keeping the designated office open. The registered agent will be Daniel M. Copeland, Esquire.


DANIEL M. COPELAND

03 JAN 14 AM 8:43
FILED
CLERK OF CIRCUIT COURT
JACKSONVILLE, FLORIDA