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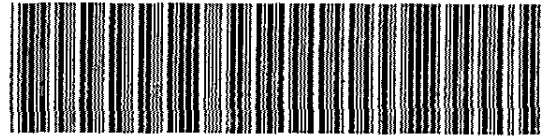
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05 APR 24 PM 4:03
SECRETARY OF STATE
-ALL ADDRESSES MUST BE
FILED

APPROVED
AND
FILED

Law Offices
WILLIAM H. GRACE, P.A.
2449 FIRST STREET
P.O. Box 2119
Fort Myers, Florida 33902

TELEPHONE
(239) 334-8851

FAX
(239) 334-7799

January 20, 2005

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

RE: Shelton Southern Holding, Inc.

Dear Sir:

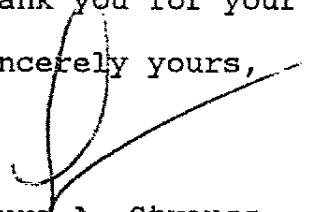
Enclosed please find an original and one copy of the Articles of Incorporation of Shelton Southern Holding, Inc. together with a check in the sum of \$122.50 representing the following:

Filing Fees	\$35.00
Certified Copy	\$52.50
Registered Agent	
Designation	<u>\$35.00</u>

Once the Articles have been approved and file, please forward a certified copy to this office.

Thank you for your assistance in this matter.

Sincerely yours,



Laura A. Strauss
Legal Assistant

/las
Enclosures

APPROVED
AND
FILED

ARTICLES OF INCORPORATION
OF
SHELTON SOUTHERN HOLDING, INC.

05 JAN 24 PM 4:03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

(NAME)

The name of this corporation is SHELTON SOUTHERN HOLDING, INC.

ARTICLE II

(DURATION)

The corporation shall exist perpetually, unless sooner terminated according to law. Its existence shall commence upon the signing of these Articles.

ARTICLE III

(PURPOSE)

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV

(CAPITAL STOCK)

This corporation is authorized to issue 1,000 shares of common stock with a par value of \$10.00 per share.

ARTICLE V

(INITIAL REGISTERED AGENT)

The street address of the initial registered office of this corporation is 3232 SE 21st Place, Cape Coral, FL 33990, which address is also the principal office of the corporation, and the name of the initial registered agent of this corporation at that address is STEPHEN W. SHELTON.

ARTICLE VI

(INITIAL BOARD OF DIRECTORS)

The corporation shall have one (3) Directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial Director of this Corporation are:

STEPHEN W. SHELTON	KATHRYN J. SHELTON	BRIAN J. SHELTON
322 SE 21st Place	322 SE 21st Place	1520 Jackson St. #1
Cape Coral, FL 33909	Cape Coral, FL 33909	Fort Myers, FL 33901

ARTICLE VII

(INCORPORATOR)

The names and addresses of the persons signing these Articles are:

STEPHEN W. SHELTON	KATHRYN J. SHELTON	BRIAN J. SHELTON
322 SE 21st Place	322 SE 21st Place	1520 Jackson St. #1
Cape Coral, FL 33909	Cape Coral, FL 33909	Fort Myers, FL 33901

ARTICLE VIII

(Voting Rights)

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE IX

(AMENDMENT)

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or an amendment thereof; and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 20th day of January, 2005.

 (SEAL)
STEPHEN W. SHELTON

 (SEAL)
KATHRYN J. SHELTON

 (SEAL)
BRIAN J. SHELTON

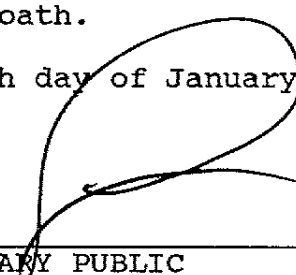
STATE OF FLORIDA

COUNTY OF LEE

BEFORE ME, the undersigned, a Notary Public authorized to take acknowledgments in the State and County aforesaid, this 20th day of January, 2005, personally appeared, STEPHEN W. SHELTON, KATHRYN J. SHELTON and BRIAN J. SHELTON, who known to me and known to be the persons who executed the foregoing Articles of Incorporation, who is personally known to me or who has produce nil as identification and who did take an oath.

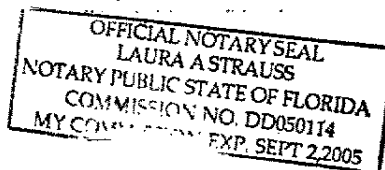
WITNESS my hand and seal this 20th day of January, 2005.

PRINT NAME OF NOTARY PUBLIC



NOTARY PUBLIC


My Commission Expires:



(SEAL)

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, 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.


STEPHEN W. SHELTON

APPROVED
AND
FILED
05 JAN 24 PM 4:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA