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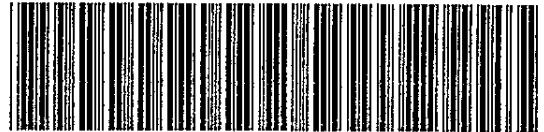
(Business Entity Name)

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05 JAN 28 PM 4:04

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C.L. 2-6

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**TRANSMITTAL LETTER**

Division of Corporations  
Secretary of State  
State of Florida  
PO Box 6327  
Tallahassee, FL 32314

**SUBJECT:** SIM Marine, Inc.

**FROM:**

Suhail I. Modak  
8862 Canopy Oaks Dr.  
Jacksonville, FL 32256

For further information concerning this matter, please call me at (904) 464-0060.

Enclosed are an original and one (1) copy of the Articles of Incorporation and a check for:

\$70.00 for Filing Fee.

**ARTICLES OF INCORPORATION  
OF  
SIM MARINE, INC.**

FILED  
05 JAN 28 PM 4:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator of these Articles of Incorporation, a natural person competent to contract, hereby presents these Articles for the formation of a for profit corporation under the Business Corporations Act and other laws of the State of Florida.

**ARTICLE I**

The name of the Corporation is: SIM Marine, Inc.

**ARTICLE II**

The general nature of the business that will be transacted by the corporation is any legally permissible activity, including repairs and the sale of goods.

The corporation will have the power to invest the funds of the corporation in real estate, mortgages, stocks, bonds, or any other type of investment and to own real and personal property necessary for the operation of the corporation's business.

The corporation will have the power to do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects for the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendments hereto, and either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes and objects of this corporation.

The foregoing enumeration of objects and purposes will not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

### **ARTICLE III**

The street address of the principal office of the Corporation is: 8862 Canopy Oaks Drive, Jacksonville, FL 32256.

The mailing address of the Corporation is: 8862 Canopy Oaks Drive, Jacksonville, FL 32256.

### **ARTICLE IV**

The maximum number of shares this Corporation is authorized to have outstanding at any one time is one hundred thousand (100,000) shares of common stock having no par value. The Board of Directors is authorized to issue "Section 1244 Stock" as defined by section 1244 of the Internal Revenue Code.

Shareholders will not have preemptive rights.

The shareholders may, by bylaw provision or by shareholders' agreement, impose such restriction(s) on the sale, transfer, or encumbrance of the stock of this corporation, as they may see fit.

### **ARTICLE V**

The corporation will exist perpetually.

### **ARTICLE VI**

The initial street address of the Corporation's registered office is: 8862 Canopy Oaks Drive, Jacksonville, FL 32256. The initial registered agent for the Corporation at that address is: Suhail I. Modak.

## **ARTICLE VII**

The initial board of directors shall consist of one (1) member. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one.

## **ARTICLE VIII**

The initial Board of Directors will be:

Names	Address
Suhail I. Modak	8862 Canopy Oaks Drive, Jacksonville, FL 32256

## **ARTICLE IX**

The name and street address of the person signing these articles of incorporation is:

Names	Address
Suhail I. Modak	8862 Canopy Oaks Drive, Jacksonville, FL 32256

## **ARTICLE X**

No contract or other transaction between this corporation and any other corporation will be affected by the fact that any director of this corporation is interested in or is a director or officer of such other corporation. Every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with this corporation for the benefit of himself or any firm, association, or corporation in which he may be interested in any way.

## **ARTICLE XI**

This corporation will have the power to enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit-sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, (6) health insurance plan, or other retirement or incentive compensation plans. This corporation will have the power to make loans, secured or unsecured, to its shareholders, providing said shareholders are active employees of the corporation.

## **ARTICLE XII**

The Corporation may indemnify any and all persons who may serve or who have served at any time as directors or officers, who at the request of the Board of Directors of the corporation may serve or at any time have served as directors or officers of another corporation in which the corporation at such time owner or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such person(s) in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them, are made a party, or parties, or which may asserted against them or any of them, by reason of being or having been directors or officers of the corporation, or of

such other corporation except in relation to matters as to which any such director or officer or former director or officer or person will be adjudged in any action, suit, or proceeding to be liable by his own negligence or misconduct in the performance of his duty. Such indemnification will be in addition to any other rights to which those indemnified may be entitled under any law, bylaw, agreement, vote of shareholders, or otherwise, and the corporation will indemnify any officer, director, or any former officer or director to the fullest extent permitted by law.

### ARTICLE XIII

These Articles of Incorporation may be amended in the manner provided by the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation.

S. Modak

1/24/05

Date

Suhail I. Modak

**ACKNOWLEDGEMENT AND ACCEPTANCE  
OF REGISTERED AGENT**

Having been named to accept service of process for the above stated corporation, at the place designated in the Articles of Incorporation to which this is attached, I hereby accept to act in this capacity, and agree to comply with the provisions of said law relative to keeping open said office.

S. modak

1/24/05

Date

Suhail I. Modak

FILED  
05 JAN 28 PM 4:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA