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05 FEB -2 PM 2:42  
FEB 02 2005  
FEB 02 2005

## TRANSMITTAL LETTER

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

SUBJECT: \_\_\_\_\_

DEVILLIERS SQUARE, 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  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate of Status

☐ \$78.75  
Filing Fee  
& Certified Copy

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

**ADDITIONAL COPY REQUIRED**

FROM: \_\_\_\_\_

EDDIE S. TODD JR.

Name (Printed or typed)

P.O. Box 17628

Address

PENSACOLA, FL. 32522

City, State & Zip

(850) 434-0325

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, F.S. (Profit)

### **ARTICLE I NAME**

The name of the corporation shall be: **DeVILLIERS SQUARE, INC.**

### **ARTICLE II PRINCIPAL OFFICE**

The principal place of business/ mailing address is:

**Business:** 321 North DeVilliers Street  
Suite 301  
Pensacola, Florida 32501

**Mailing:** P.O. Box 17623  
Pensacola, Florida 32522

### **ARTICLE III PURPOSE**

The purpose for which the corporation is organized is:

To serve as the owner and operator of "DeVilliers Square" office and retail facility located at 321 N. DeVilliers St., Pensacola, Florida. To also do business consulting, engage in real estate development and all other things incidental to such or connected with such that are not forbidden by the Florida Corporation Laws or by other law, or by these Articles of Incorporation. To carry out the said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the laws of that state, territory, district, or possession of the United States, or by the foreign country; and under the laws of the United States and of this state.

### **ARTICLE IV SHARES**

The number of shares of stock is:

Authorized shares. 100 shares of capital stock at \$1.00 per share (\$1.00 par value)

Restriction on Transfer of Shares. None of the shareholders of the corporation shall make any transfer of stock unless he or she shall have first offered those shares to the corporation and to the other shareholders of the corporation in the manner and to the extent hereafter set forth.

- A. Every offer shall be in writing.
- B. The corporation shall have a prior option to purchase the stock by notice of acceptance to offeror within thirty (30) days after notice of transfer. Upon failure of the corporation to exercise its options to so purchase the shares of the stock, the non-offering shareholders of the corporation shall have the option exercisable within forty-five (45) days of notice of the offer of transfer of stock to purchase the stock in the proportion in which the stock then owned by each of them bears to all issued and outstanding stock of the corporation, excluding the stock of the offeror and that of his spouse or his children. The option granted under this paragraph may be exercised by the corporation or purchasing shareholder by giving written notice to the offeror of their intention to exercise the option, within the period of time specified.
- C. This agreement shall be binding upon the heirs, guardians, personal representatives and assigns of each of the shareholders.
- D. Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE V**

Eddie S. Todd, Jr.,

**INITIAL OFFICERS AND/OR DIRECTORS**

695 W. Lee St.

President

Pensacola, Florida

**ARTICLE VI**

Eddie S. Todd, Jr.,

**REGISTERED AGENT**

321 N. DeVilliers Street

Pensacola, Florida 32501

**ARTICLE VII**

Eddie S. Todd, Jr.

**INCORPORATOR**

321 N. DeVilliers Street

Pensacola, Florida 32501


\*\*\*\*\*

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

27 Jan 05

Date

  
Signature/Incorporator

27 Jan 05

Date