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**JOHN LONDON ARNOLD
ATTORNEY AT LAW
4127 Churchwell Rd.
Jacksonville, FL. 32210
904-389-8770**

March 5, 2005

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

Re: TUFF SIGN, INC.

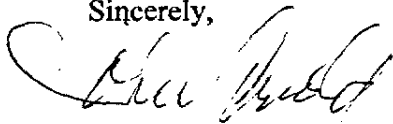
Gentlemen:

Please file the enclosed Articles of Incorporation on behalf of the above named corporation.

Enclosed is my Trust Check for \$70.00 to cover filing.

If you have any question, please call me.

Sincerely,

A handwritten signature in cursive script, appearing to read "John L. Arnold".

John L. Arnold

ARTICLES OF INCORPORATION

OF

TUFF SIGN, INC.

FILED
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ARTICLE I NAME and PRINCIPAL PLACE OF BUSINESS

The name of this corporation is **TUFF SIGN, INC.**, and its principal place of business shall be located at 3475 Lullwater Lane, Orange Park, FL. 32065.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business, including, but limited to manufacturing, selling, and generally doing all business transacted by this corporation as follows: To build, repair, improve and to sell on its own account and for the account of others tangible and intangible property. Also to buy, hold, own, work, develop, improve, divide, subdivide, manufacture, process, sell, convey, lease, mortgage, pledge, exchange and otherwise deal in the dispose of, on its own account of on commission property of all kinds, real, personal and mixed, including stocks, bonds, and securities issued or created by any other corporations, including patents, patent rights and processes, water rights, permit privileges, franchises, to become a member of and enter into any partnership or agreement for sharing profits with any person, firm or corporation; to borrow money and secure the same and monies otherwise owing by mortgage, bonds, debentures, deeds, notes of other obligations therefore; to lend money to employ its surplus earnings or accumulative profits in the purchase or acquisition of its capital stock of obligations from time to time as its directors may determine, and to hold the same in its treasury to be thereafter sold, issued or disposed of when and in such manner as the Board of Directors may deem expedient; to enter into, make, perform and carry out contracts of every kind for any lawful purpose, firm, association or corporation, town, city, county, parish, state, territory or government; to draw, make, perform and carry out contracts of every kind for any lawful purpose, without limit, as to amount, with any persons, firm, association or corporation, town, city, county, parish, state, territory or governments; to draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, debentures and other negotiable or transferable instruments; to carry on any or all of its operations and businesses and to promote its objects within the State of Florida or elsewhere, to the same extent as natural persons might or could do, and to do

and perform all such other things and acts as may be necessary, profitable or expedient in carrying on any of the businesses or acts above mentioned; all other such powers as shall be authorized by law necessary or convenient to effect any or all of the purposes for which the corporation is organized.

ARTICLE IV -AMOUNT OF CAPITAL AND STOCK

The amount of capital with which this corporation shall and does hereby begin business shall be the sum of \$500.00.

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is ten thousand shares at \$1.00 par value each.

All stock shall be fully paid and non-assessable. Shares of stock without nominal or par value may be issued and disposed of for such consideration as may be fixed from time to time by the Board of Directors.

ARTICLE VI - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3485 Lullwater Lane, Orange Park, Fl. 32065 the name of the initial registered agent of this corporation at that address JO ANN E. CARTER, 3485 Lullwater Lane, Orange Park, FL. 32065.

ARTICLE VII- SHARES OF STOCK

The names and post office address of each subscriber of this Certificate of Incorporation and a statement of the number of shares of stock which he/she agrees to take are as follows:

NAME	SHARES
Michael D. Carter	140
Kimberly G. Carter	120
Donald D. Carter	120
JoAnn E. Carter	120

ARTICLE VIII - DIRECTORS

Initially, this corporation shall have four (4) Directors who shall serve until their successors shall be elected/appointed at the first meeting of the stockholders and thereafter this corporation shall have no less than one (1) director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws. The name and address of the initial director is as follows:

<u>Name</u>	<u>Address</u>
Donald D. Carter	3485 Lullwater Lane, Orange Park, FL. 32065
JoAnn E. Carter	3485 Lullwater Lane, Orange Park, FL. 32065
Michael D. Carter	3475 Lullwater Lane, Orange Park, FL. 32065
Kimberly G. Carter	3475 Lullwater Lane, Orange Park, FL. 32065

ARTICLE IX - OFFICERS

The names and addresses of the initial officers of the corporation, who shall serve until their successors shall be elected or appointed, are:

<u>Name</u>	<u>Address</u>
President: Michael D. Carter	3475 Lullwater Lane, Orange Park, FL. 32065
Vice President: Donald D. Carter	3485 Lullwater Lane, Orange Park, FL. 32065
Secretary: Kimberly G. Carter	3475 Lullwater Lane, Orange Park, FL. 32065
Treasurer: JoAnn E. Carter	3485 Lullwater Lane, Orange Park, FL. 32065

The officers of this corporation shall be a President, Vice-President, Secretary and Treasurer and such other officers, agents and factors as may be deemed necessary. All officers agents and factors shall be chosen in such manner, hold their offices for such terms and have such powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors. Any person may hold two or more offices except that the President shall not also be the Secretary or Assistant-Secretary of this corporation.

ARTICLE X - INCORPORATORS

The names and addresses of the Incorporator signing these articles is:

<u>Name</u>	<u>Address</u>
MICHAEL D. CARTER	3475 Lullwater Lane, Orange Park, FL. 32065
DONALD D. CARTER	3485 Lullwater Lane, Orange Park, FL. 32065
KIMBERLY G. CARTER	3475 Lullwater Lane, Orange Park, FL. 32065
JO ANN E. CARTER	3485 Lullwater Lane, Orange Park, FL. 32065

ARTICLE XI - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law. No officer or director shall be personally liable for monetary damages to the corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless that officer or director breached or failed to perform his duties as an officer or director as provided §607.0831, Florida Statutes (1990).

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. Articles may be amended at any time by a majority vote of the shareholders.

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

Incorporation on the date of signing.

Dated: , 2005.

Michael D. Carter
MICHAEL D. CARTER

Donald D. Carter
DONALD D. CARTER

Kimberly G. Carter
KIMBERLY G. CARTER

Jo Ann E. Carter
JO ANN E. CARTER

STATE OF FLORIDA
COUNTY OF CLAY

Before me the undersigned authority, personally appeared MICHAEL D. CARTER, DONALD D. CARTER, KIMBERLY G. CARTER and JO ANN E. CARTER, who acknowledged to me that they executed the above Articles of Incorporation for the purposes therein expressed

WITNESS my hand and official seal this 3rd day of March, 2005 at Orange Park, Florida.

All parties well known to me.

La Rue S. Arnold
LaRue S. Arnold, Notary Public, State of Florida at Large.

My Commission Exp.:



**CERTIFICATE DESIGNATING PLACE AND NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that TUFF SIGN, INC., desiring to organize or qualify under the laws of the State of Florida, has named JO ANN E. CARTER, located at 3485 Lullwater Lane, Orange Park, FL. 32065, as its agent to accept service of process within Florida.

Dated: *March 3,* 2005.


MICHAEL D. CARTER, Incorporator


DONALD D. CARTER, Incorporator


KIMBERLY G. CARTER, Incorporator


JO ANN E. CARTER, Incorporator

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: *March 3,* 2005.


JO ANN E. CARTER, Registered Agent

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