

PO5000048935

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies

Certificates of Status

Special Instructions to Filing Officer:

Office Use Only



500048032485

03/14/05--01042--013 \*\*87.50

FILED  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA  
05 APR - 1 PM 4:28

N. Culligan

APR - 1 2005

## TRANSMITTAL LETTER

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

SUBJECT: Douglas Equipment, International, 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: David Adams  
Name (Printed or typed)

100 N. Tampa Street, Suite 3500  
Address

Tampa, FL 33602  
City, State & Zip

(813) 225-3020  
Daytime Telephone number

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



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

March 18, 2005

DAVID ADAMS  
100 N. TAMPA STREET  
SUITE 3500  
TAMPA, FL 33602

SUBJECT: DOUGLAS EQUIPMENT, INC.  
Ref. Number: W05000014269

We have received your document for DOUGLAS EQUIPMENT, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6067.

Neysa Culligan  
Document Specialist  
New Filings Section

Letter Number: 805A00018853

**ARTICLES OF INCORPORATION**  
**OF**

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

05 APR -1 PM 4:28

**DOUGLAS EQUIPMENT INTERNATIONAL, INC.**

The undersigned incorporator, being competent to contract, subscribes to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

**ARTICLE I - Name**

The name of this Corporation shall be:

Douglas Equipment International, Inc. (the "Corporation").

**ARTICLE II - Principal Office**

The address of the principal office and the mailing address of the Corporation is 100 N. Tampa Street, Suite 3500, Tampa, Florida 33602.

**ARTICLE III - Business and Activities**

This Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV - Capital Stock**

A. The authorized capital stock of this Corporation and the maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is one thousand (1,000) shares of common stock having a par value of ten cents (\$.10) per share.

B. All or any portion of the capital stock may be issued in payment for real or personal property, past or future services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued, shall become and be fully paid and nonassessable, the same as though paid for in cash, and the Directors shall be the sole judges of the value of any property, services, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

#### ARTICLE V - Term of Existence

The effective date upon which this Corporation shall come into existence shall be the date of filing of these Articles, and it shall exist perpetually thereafter unless dissolved according to law.

#### ARTICLE VI - Initial Registered Office and Agent

The name and address of the initial registered agent is:

David W. Adams  
100 N. Tampa Street  
Suite 3500  
Tampa, Florida 33602

#### ARTICLE VII - Directors

- A. The initial number of Directors of this Corporation shall be three (3).
- B. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the Bylaws of this Corporation, but there shall always be at least two (2) Directors.
- C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.
- D. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefor.
- E. The name and street address of the initial members of the Board of Directors, to hold office until the first annual meeting of the Shareholders of this Corporation or until their successors are elected or appointed and are qualified, are:

Name \_\_\_\_\_

Street Address \_\_\_\_\_

Lee Brewis

Douglas House, Village Road, Arle  
Cheltenham, Gloucestershire  
GL51 0AB, United Kingdom

Robert Towill

Douglas House, Village Road, Arle  
Cheltenham, Gloucestershire  
GL51 0AB, United Kingdom

Ron Hopkins

Douglas House, Village Road, Arle  
Cheltenham, Gloucestershire  
GL51 0AB, United Kingdom

F. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of this Corporation, for any cause deemed sufficient by such Shareholders or for no cause.

G. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

#### ARTICLE VIII – Officers

The initial officers of the Corporation that shall hold office until their successors are elected or appointed and are qualified are:

Lee Brewis – President

Robert Towill – Secretary and Treasurer

#### ARTICLE IX - Incorporator

The name and street address of the incorporator signing these Articles is:

Name

Street Address

David W. Adams

100 N. Tampa Street, Suite 3500  
Tampa, Florida 33602

ARTICLE X - Lost or Destroyed Certificates

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the Bylaws of this Corporation.

ARTICLE XI - Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XII - Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors. Any Bylaws adopted by the Board of Directors may be repealed, changed, or new Bylaws may be adopted by the vote of a majority of the stock entitled to vote thereon, and the Shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, amended or repealed by the Board of Directors.

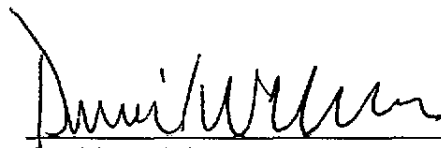
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 29<sup>th</sup> day of March, 2005.

  
\_\_\_\_\_  
David W. Adams

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the initial Registered Agent of Douglas Equipment International, Inc.

Dated this 29<sup>th</sup> day of March 2005.

By:   
Name: David W. Adams

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
05 APR - 1 PM 4: 28