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(Business Entity Name)

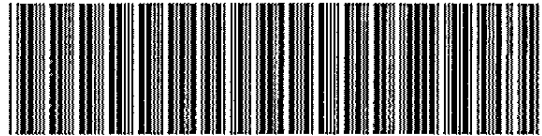
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TALLAHASSEE, FLORIDA

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C

A. BICE HOPE
ATTORNEY AT LAW
POST OFFICE BOX 5217
GAINESVILLE, FLORIDA 32627-5217
(352) 371-2066
FAX (352) 376-2128

March 29, 2005

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

**Re: Articles of Incorporation of
Biofilter Systems, Inc.**

Dear Sir or Madam:

Enclosed please find the original Articles of Incorporation and Designation of Registered Agent forms for the above-referenced.

Also enclosed, please find my check in the amount of \$79.75 for the following:

1. \$ 35.00 Filing fee;
2. \$ 35.00 Registered Agent Fee; and
3. \$ 9.75 Certified Copy.

Please file these as is appropriate and return to me a certified copy of the recorded articles.

Thank you for your attention to this matter.

Yours very truly,



A. Bice Hope

ABH/pj
Enclosures

clients\cheshire\cov-inc.ltr

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

BIOFILTER SYSTEMS, INC.

* * * * *

I, the undersigned subscriber to these Articles of Incorporation, is a natural person, competent to contract and adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of this corporation shall be BIOFILTER SYSTEMS, INC.

ARTICLE 11

The general powers, purposes and nature of the business to be transacted, promoted or carried on by this corporation are as follows:

(1) To own, develop, divide, subdivide, improve, promote and sell real estate in the County of Alachua, State of Florida and any other county in this state or in any other state in the United States, and to develop real property at such other place or places within or without the State of Florida and within or without the United States as may be determined by the Board of Directors of this corporation.

(2) To acquire by purchase or otherwise, to own and possess, any real, personal or mixed property, of any kind or nature, wheresoever situated, and any interest, estate and rights in or rights appertaining to any of such property; to hold, own, maintain, work, use, improve, manage, subdivide, develop, deal in and operate any of such property, or interest therein or right thereto, or any part thereof; to build, erect, construct, maintain,

improve, rebuild, enlarge or alter buildings or other improvements on any such property, or any part thereof; to sell, lease exchange, hire, convey, mortgage, pledge or otherwise dispose of all or any part of such property, or any rights, or interests therein or thereto appertaining, and any franchise, rights, licenses, or privileges necessary, convenient, or appropriate for any of the purposes herein expressed; and, generally, to deal with and act in relation to such property in any and every way.

(3) To purchase or otherwise acquire the whole or any part of the property, assets, goodwill, rights and business, and to undertake or assume the whole or any part of the bonds, mortgages, franchises, leases, contracts, indebtedness, guaranties, liabilities and obligations of any person, firm, association, corporation or organization; and to pay for the same, or any part or combination thereof, in cash, shares of the capital stock, bonds, debentures, notes or other obligations of this corporation, or otherwise, or by undertaking or assuming the whole or any part of the liabilities or obligations of the transferor; and to hold, or in any manner dispose of, the whole or any part of the property and assets as acquired or purchased; and to utilize, enjoy and conduct, in any lawful manner, the whole or any part of the business so acquired, and to exercise all the powers necessary or convenient in and about the conduct, management and carrying on of such business.

(4) To borrow or raise money for any of its purposes without

limits as to amount; and, to make, execute, issue and endorse bonds, debentures, promissory notes or other obligations or evidences of indebtedness, of any nature and in any matter, whether secured or unsecured, for moneys so borrowed, or in payment of property acquired, or for any of the objects or purposes of this corporation; and, to secure the payment of the principal and interest of any such obligations by mortgage, pledge, deed, indenture, agreement, instrument of trust, lien upon, assignment of, or agreement in respect of all or any part of the property, real or personal, of this corporation, or of all or any of its rights or interest therein, wheresoever situated, and whether at the time owned or thereafter acquired; and, in such manner and upon such terms as the Board of Directors may deem judicious, to sell or pledge such bonds or obligations, or to discount notes of this corporation for its corporate purposes.

(5) To do any and all things necessary, suitable, convenient, or proper for, or in connection with, or incidental to the accomplishment of any one or more of the above purposes, or the attainment of any one or more the objects herein enumerated or designated; directly or indirectly to promote the interest of this corporation or to enhance the value of any of its property or business.

(6) To carry on business at any place or places within and

without the jurisdiction of the United States, and, to purchase, hold, mortgage, convey, lease or otherwise dispose of and deal with real and personal property at any of such place or places.

(7) To enter into, make, perform and carry out contracts of any sort and kind which may be necessary or convenient for the business of this corporation, or business of a similar nature with any person, firm, corporation, private, public or municipal, body politic under the government, or colony thereof, so far as, and to the extent that the same may be done and performed by corporations within the laws under which this corporation is organized.

(8) To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes, the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in connection with other corporations, partnerships, firms or individuals, and either as principal, agent, or partner and to do every other act or acts, thing or things.

(9) To enter into any and all types of lawful businesses which the Board of Directors shall from time to time determine necessary or deem proper in connection with foregoing purposes and which may be calculated directly or indirectly to promote the interests of this corporation or to enhance the value of its property.

(10) To engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

(1) The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time shall be One Thousand (1000) shares, each share having a par value of One Dollar (\$1.00). The consideration for said shares of stock may be paid for in cash, labor, services, real or personal property, at a just valuation thereof to be fixed by the Board of Directors at a meeting held for that purpose.

(2) All shares of stock to be issued by the corporation shall be issued, accepted and held subject to the following provisions and restrictions upon sales and transfers thereof:

In the event that a stockholder, by which term is included the executors, administrators, heirs, legatees and the nominee or personal representative of any stockholder, shall desire to sell, assign, give or transfer any share of stock in the corporation, such stockholder must, by giving written notice of such desire to a majority of the Board of Directors, first afford to the corporation or the nominee of its Board of Directors, the right and privilege for ninety (90) days to purchase the same at a price agreed upon in writing upon between such stockholders and the corporation or such nominee or, in default of such agreement, at a value equal to the estimated market value placed on such stock by the most current corporate annual financial report, and no stock of the corporation shall be transferred upon its books unless the foregoing provision has been complied with or expressly waived in writing by the Board and any attempt to transfer such stock in any other manner will be void.

ARTICLE IV

The amount of capital with which this corporation will begin business shall not be less than One Hundred Dollars (\$100.00).

ARTICLE V

This corporation shall have perpetual existence and shall commence its corporate existence on the date these Articles of Incorporation are filed by the Department of State.

ARTICLE VI

The initial street address of the principal office of this corporation in the State of Florida is: 4609A N.W. 6th Street, Gainesville, Florida 32609.

ARTICLE VII

This corporation shall have no less than two (2) Directors and no more than ten (10); initially, this corporation shall have one (2) Directors. The number of Directors may be increased or diminished from time to time, by By-Laws adopted by the Stockholders.

ARTICLE VIII

The name of the individuals and street address for the first Board of Directors, who, subject to the provisions of the Articles of Incorporation, the By-Laws and applicable Florida Statutes, shall hold office for the first year of existence of the corporation, or until their successors are elected or appointed and have qualified, is as follows:

LARRY H. CHESHIRE and MARK ROBERTSON
4609A N.W. 6th Street
Gainesville, Florida 32609

ARTICLE IX

The officers of this corporation shall be President, a Vice President and a Secretary-Treasurer and such other officers and agents as may be deemed necessary by the Board of Directors. All such officers and agents shall be chosen in such manner, shall hold their offices for such terms and shall have such power and duties as may be prescribed by the By-Laws or determined by the Board of Directors. All persons may hold two or more offices.

ARTICLE X

The name and street address of the person signing the Articles of Incorporation as subscriber is as follows:

A. BICE HOPE
408 West University Avenue
Suite #406
Gainesville, Florida 32601

ARTICLE XI

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I, the undersigned, being the original subscriber to the capital stock hereinbefore named for the purposes of forming a corporation to do business within and without the State of Florida, hereby make, subscribe, acknowledge and file

these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and I have hereunto set my hand and seal at Gainesville, Alachua County, Florida this 29th day of March, 2005.

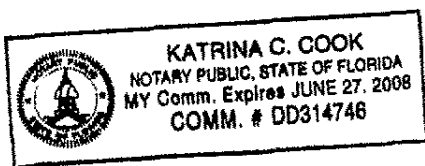
A.B. Hope
A. Bice Hope

STATE OF FLORIDA:
SS:
COUNTY OF ALACHUA:

I HEREBY CERTIFY that on the 29th day of March, 2005, before me personally appeared A. BICE HOPE who acknowledged before me that he executed the above and foregoing Articles of Incorporation for the purposes of becoming incorporated under the laws of the State of Florida, under the corporation name of BIOFILTER SYSTEMS, INC. He is personally known to me or has produced N/A as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Gainesville, Alachua County, Florida on this 29th day of March, 2005.

NOTARY PUBLIC



Katrina C. Cook
State of Florida at Large
My Commission Expires:
My Commission Number:

CERTIFICATE OF DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED AND SECTION 607.0505, F.S. CERTIFICATION

In pursuance of Section 48.091, Florida Statutes, (2004), the
following is submitted in compliance with said Act:

That **BIOFILTER SYSTEMS, INC.**, desiring to organize under the
laws of the State of Florida with its principal office, as
indicated in the Articles of Incorporation, at the City of
Gainesville, County of Alachua, State of Florida, has named **A. BICE
HOPE, ESQUIRE**, 408 West University Avenue, Suite 406, Gainesville,
Florida 32601, County of Alachua, State of Florida, as its agent
to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process of the above-
stated corporation, at place designated in this certificate, I
hereby accept to act in this capacity, and agree to comply with the
provision of said Act relative to keeping open said office. I
hereby certify that I am familiar with, and accept the obligations
provided for, in Section 607.0505, Florida Statutes (2004).



A. BICE HOPE, ESQUIRE

CLIENTS\CHESHIRE\ARTICLES.COR

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA