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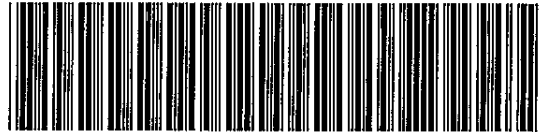
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1924

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite I • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

*TL Chapman Enterprises, Inc.*

- ☒ Art of Inc. File \_\_\_\_\_
- \_\_\_\_\_ LTD Partnership File \_\_\_\_\_
- \_\_\_\_\_ Foreign Corp. File \_\_\_\_\_
- \_\_\_\_\_ L.C. File \_\_\_\_\_
- \_\_\_\_\_ Fictitious Name File \_\_\_\_\_
- \_\_\_\_\_ Trade/Service Mark \_\_\_\_\_
- \_\_\_\_\_ Merger File \_\_\_\_\_
- \_\_\_\_\_ Art. of Amend. File \_\_\_\_\_
- \_\_\_\_\_ RA Resignation \_\_\_\_\_
- \_\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_
- \_\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_
- \_\_\_\_\_ Cert. Copy \_\_\_\_\_
- ☒ Photo Copy \_\_\_\_\_
- \_\_\_\_\_ Certificate of Good Standing \_\_\_\_\_
- \_\_\_\_\_ Certificate of Status \_\_\_\_\_
- \_\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_
- \_\_\_\_\_ Corp Record Search \_\_\_\_\_
- \_\_\_\_\_ Officer Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Owner Search \_\_\_\_\_
- \_\_\_\_\_ Vehicle Search \_\_\_\_\_
- \_\_\_\_\_ Driving Record \_\_\_\_\_
- \_\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Search \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_
- \_\_\_\_\_ Courier \_\_\_\_\_

Signature \_\_\_\_\_

Requested by: *WL* *4/13* *11:00*

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Date \_\_\_\_\_

Time \_\_\_\_\_

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

April 18, 2005

CAPITAL CONNECTION

**RE-SUBMIT**

PLEASE OBTAIN THE ORIGINAL  
FILE DATE

SUBJECT: T L CHAPMAN ENTERPRISES, INC.  
Ref. Number: W05000019028

We have received your document for T L CHAPMAN ENTERPRISES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please accept our apology for failing to mention this in our previous letter.

The registered agent designated in your document is not an active entity according to our records. Please reinstate this entity (call (850) 245-6059 for information) or designate another entity that is active according to our records.

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) 245-6925.

Cynthia Blalock  
Document Specialist  
New Filings Section

Letter Number: 705A00025618

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TALLAHASSEE, FLORIDA

**RE-SUBMIT**

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AND  
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05 APR 13 PM 2:14

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**T L CHAPMAN ENTERPRISES, INC.**

---

The undersigned incorporator desires to form a general business corporation under the laws of the State of Florida, including, but not limited to Chapter 607, Florida Statutes, and by execution of these Articles of Incorporation, does hereby accept all of the rights, privileges, benefits and obligations conferred and imposed by said laws, and, further, does hereby adopt these Articles of Incorporation as the Charter of the Corporation hereby organized.

**ARTICLE I**  
**NAME**

Section 1.1 Designation. The name of the Corporation shall be **T L CHAPMAN ENTERPRISES, INC.**, and said name shall be so registered with the Florida Department of State, Division of Corporations.

**ARTICLE II**  
**DURATION**

Section 2.1 Perpetual Existence. This Corporation shall have perpetual existence, commencing upon the filing of these Articles of Incorporation with the Florida Department of State, Division of Corporations.

**ARTICLE III**  
**PURPOSES AND POWERS**

Section 3.1 Purposes. This Corporation is organized for the purpose of engaging in a lawful businesses permitted to a corporation organized under Chapter 607, Florida Statutes, the Florida General Corporation Act, as in effect from time-to-time including, but not limited to, contracting and construction business.

Section 3.2 Powers. The Corporation shall have all the powers set forth in Chapter 607, Florida Statutes, the Florida General Corporation Act, s in effect from time-to-time, including, but not limited to, the following powers:

3.2.1 Structures and Personal Property. To construct, erect, repair and remodel buildings and structures of all types for itself and others; and to manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest, trade and deal in and with, goods, wares, merchandise, personal property, and services of every class, kind and description.

3.2.2 Agent. To act as broker, agent, or factor, for any person, firm or corporation.

3.2.3 Real and Personal Property. To purchase, lease, or otherwise acquire real and personal property and leaseholds thereof, and interests therein, and to own, hold, manage, develop, improve, equip, maintain, and operate, and to sell, convey, exchange, lease, or otherwise alienate and dispose of, and to mortgage, pledge, or otherwise encumber any and all such property and any and all legal and equitable rights thereunder and interests therein.

3.2.4 Borrow and Mortgage. To borrow or raise money for any of the purposes and permitted activities of the Corporation, and from time-to-time without limit as to amount to draw, make, accept, endorse, execute, and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable and non-negotiable instruments and evidences of indebtedness, and to secure payment thereof and of any interest therein by mortgage, pledge, creation of a security interest, conveyance, or other assignment in trust, in whole or in part, of the assets of the Corporation, real, personal, or mixed, including contract rights, whether at the time owned or thereafter acquired.

3.2.5 Guarantee. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of any class or series of the capital or preferred stock of or any bonds, promissory notes, security, or other evidences of indebtedness created by any other corporation of the State of Florida or of any other state or government, and to exercise all of the rights, powers, and privileges arising therefrom, including the right to vote with regard to the affairs of such other corporation.

3.2.6 Contracts. To enter into, make, perform, and carry out contracts, agreements, and arrangements of every sort and kind which may be necessary or convenient for the business of the Corporation with any person, firm, corporation, association, or syndicate or with any private, public, or municipal body existing under the law of any

local, state, or national government, so far as or to the extent that the same may be done or performed pursuant to law.

3.2.7 Partner. To enter into or become a partner in any agreement for sharing profits, union of interests, cooperation, joint venture, or otherwise with any person, firm, or corporation now carrying on or about to carry on any business which this Corporation has the direct, indirect, or incidental authority to pursue.

3.2.8 Restrictive Covenants. To include in its Bylaws any regulatory or restrictive provisions relating to the proposed sale, transfer, or other disposition of any of its outstanding stock by any of its Stockholders, including by death or operation of law. The manner and form as well as all relevant terms, conditions, and details of such provisions shall be determined by the Stockholders of the Corporation; provided, however, that no such provision shall affect the rights of third parties without actual knowledge thereof, unless such provision or notice thereof is noted upon the certificate evidencing ownership of the stock for which disposition is sought.

3.2.9 Same as Natural Persons. In general, to do any and all of the acts and things herein set forth to the same extent as natural persons could do in any part of the world as principal, factor, agent, contractor, broker, or otherwise, either alone or in company with any entity or individual, to establish one or more offices, both within the State of Florida and in any part or parts of the world, at which meetings of stockholders and directors may be held and all or any part of the Corporation's business may be conducted, and to exercise all or any of its corporate powers and rights in the State of Florida and in any and all other states, territories, districts, dependencies, colonies or possessions in the United States of America and in any foreign country.

3.2.10 All legal Acts. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers herein set forth, and to do every other act and thing incidental thereto or connected therewith, to the fullest extent permitted by law.

Section 3.3 Prohibited Activities. Notwithstanding any other provisions of this Article III, the Corporation may not operate a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telephone, telegraph, or cemetery company, a building and loan, mutual fire insurance, or other cooperative association, a fraternal benefit society, or a state fair or exposition.

## **ARTICLE IV**

### **CAPITAL STOCK**

Section 4.1 Capital Stock. The amount of capital stock which the Corporation is authorized shall be One Thousand (1,000) shares of Capital Stock having a par value of One Dollar (\$1.00) per share payable in lawful money of the United States of America or in other property, tangible or intangible, or in labor or services actually performed for the Corporation \_\_\_\_\_ just valuation to be fixed by the Board of Directors or the stockholders of the Corporation. The authorized and/or issued Capital stock of the Corporation may at any time be increased or decreased as provided by the laws of Florida.

Section 4.2 Eligible Owners. Only individuals licensed to practice law in Florida, and employed by the Corporation, are eligible to own shares of the Capital Stock (either Class A Stock or Class B Stock) of the Corporation, or any instrument convertible into same.

Section 4.3 Voting Rights. Each share of issued and outstanding Class A Stock shall be entitled to one (1) vote, and each share of issued and outstanding Class B Stock, shall be entitled to five (5) votes on each issue considered by the Stockholders and on which all classes of Capital Stock are eligible to vote. Unless otherwise specifically provided in these Articles of Incorporation, both Class A Stock and Class B Stock shall be eligible to vote on all issues properly brought to the Stockholders for a vote.

Section 4.4 Options and Warrants. The Board of Directors may, from time-to-time and upon such terms as it may determine, cause to be issued or granted such options, warrants, or other rights to purchase authorized but insured shares of the Capital Stock (including Class A Stock and Class B Stock) of the Corporation, or shares thereof held as Treasury Shares by the Corporation, and upon such terms, as it, in its sole discretion, deems advisable.

Section 4.5 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 or in property solely out of the unreserved and unrestricted earned retained earnings of the Corporation, and dividends payable in shares of the Capital Stock of the Corporation solely out of any unreserved and unrestricted retained earnings of the Corporation, as provided by Florida law. All declared dividends shall be paid one-half (½) to the holders of Class A Stock and one-half (½) to holders of Class B Stock; provided, however, that the holders of either Class A Stock or Class B Stock may waive payment of a dividend to their respective Class, upon a two-thirds (2/3) vote of the holders thereof. No dividend payable in shares of the Capital Stock may result in the issuance of shares of either Class A Stock or Class B Stock on or by reference to shares of the other.

Section 4.6 Entitlement to Residual Value of Assets. In the event the Corporation is dissolved, and after the winding up of the affairs of the Corporation has been completed, and all of the Corporation's debts and expenses have been paid, the holders of the Class A Stock of the Corporation shall be entitled to distribution of that portion of the residual value of the assets of the Corporation equal to one-half (½) of said residual value multiplied by the number of each such

holder's shares of Class A Stock and divided by the authorized number of shares of Class A Stock regardless of whether all of same are issued and/or outstanding, and the holders of the issues and outstanding shares of the Corporation Class B Stock shall be entitled to distribution of the remainder of the Corporation's assets, and/or the residual value thereof.

## **ARTICLE V**

### **CLASSES AND SERIES OF SHARES PROHIBITED**

Section 5. No Classes or Series of Stocks. The shares of Capital Stock of the Corporation may not be divided into either classes or series.

## **ARTICLE VI**

### **ISSUANCE OF SHARES, CONVERTIBLE OBLIGATIONS, OPTIONS AND WARRANTS**

Section 6.1 No Pre-emptive Rights. No holder of the shares of the Capital Stock of the Corporation shall have any pre-emptive or preferential right of subscription to any new or additional issue of:

6.1.1 Shares of Stock. Shares of the Capital Stock of the Corporation, regardless of whether now or hereafter authorized;

6.1.2 Convertible Obligations. Obligations convertible into shares of the Capital Stock of the Corporation regardless of whether same are now or hereafter authorized; or

6.1.3 Rights, Options and Warrants. Rights, options or warrants to purchase shares of the Capital Stock of the Corporation regardless of whether same are now or hereafter authorized.

Section 6.2 Discretionary Subscription Rights. Nothing herein shall prohibit the Stockholders, in their discretion, from time-to-time and at such price or on such other terms as they may deem appropriate, from granting subscription rights to holders of the Capital Stock of the Corporation, or to holders of obligations of obligations convertible into or rights, options or warrants to purchase the Capital Stock of the Corporation, or to the holders of all of same, in any proportion of mix as the Stockholders, in their sole discretion, shall determine.

Section 6.3 Convertible Obligations, Options and Warrants. The Stockholders are specifically authorized to issue obligations convertible into authorized but unissued shares of the Corporation's Capital Stock, or shares thereof held as Treasury Shares by the Corporation.

6.3.1 Definition. As used herein, the expression "convertible obligations" shall include any notes, bonds, or other evidences of



indebtedness to which are attached or with which are issued options, warrants or other rights to purchase or to otherwise convert said obligations into Capital Stock of the Corporation.

6.3.2 Grant. The Stockholders are hereby expressly authorized in their discretion and in connection with the issuance of any Convertible Obligations or Capital Stock of the Corporation (but without intending hereby to limit their general power so to do in any other case), to grant rights, warrants or options to purchase Capital Stock of the Corporation upon such terms and during such periods as the Stockholders shall determine, and to cause such rights, warrants, or options to be evidenced by such instruments as they may deem advisable.

## **ARTICLE VII**

### **INITIAL CORPORATE ADDRESS AND INITIAL REGISTERED OFFICE AND AGENT**

Section 7.1 Initial Business Address. The initial street address of the principal place of business of the Corporation is 9348 McIntyre Road, Brooksville, Florida 34601.

Section 7.2 Registered Address and Agent. The street address of the initial registered office of the Corporation is 129 N. Main Street, Brooksville, Florida 34601, and the name of the initial Registered Agent of the Corporation at that address is Robert Allen Morris, Jr.

## **ARTICLE VIII**

### **INITIAL BOARD OF DIRECTORS**

Section 8.1 Designation. This Corporation shall have two (2) Directors initially. The number of Directors may be either be increased or decreased from time-to-time by action in accordance with the By-Laws of the Corporation as from time-to-time adopted by the Board of Directors. The names and addresses of each of the initial Directors of the Corporation, each of who shall serve until their respective successor is elected and has qualified pursuant to the By-Laws of the Corporation are:

Terry L. Chapman, 9348 McIntyre Road, Brooksville, Florida 34601  
Janet Chapman, 9348 McIntyre Road, Brooksville, Florida 34601

Section 8.2 Management By Stockholders. To the extent permitted by the Stockholders, by majority vote of all issued and outstanding shares, may elect to dispense with the Board of Directors, and to thereafter themselves exercise all of the Corporation's powers, and manage, conduct and direct all of the business and affairs of the Corporation.

**ARTICLE IX**  
**INCORPORATION**

Section 9.1 Incorporator. The name and address of the Incorporator of the Corporation who has executed these Articles of Incorporation is:

Terry L. Chapman  
9348 McIntyre Road  
Brooksville, Florida 34601

**ARTICLE X**  
**INDEMNIFICATION**

Section 10.1 Officers, Directors and Employees. The Corporation, by the adoption of appropriate provisions in its By-Laws, may indemnify any officer, director, or employee of the Corporation, or any former officer, director or employee of the Corporation, to the full extent permitted by and set forth in the Florida General Corporation Act.

**ARTICLE XI**  
**AMENDMENT**

Section 11.1 Procedure. Unless otherwise set forth herein, the Corporation reserves the right, in accordance with the Florida General Corporation Act, to amend, alter, modify, or repeal any provision or provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the Stockholders is subject to this reservation.

**ARTICLE XII**  
**GOVERNANCE OF THE INTERNAL AFFAIRS OF THE CORPORATION**

Section 12.1 Regulations of Business and Affairs. For the regulation of the business and for the conduct of the affairs of the Corporation, and to create, divide, limit and regulate the powers of the Corporation, of the Directors and of the Stockholders, provision is made as follows:

12.1.1 Consideration for Stock. The Board of Directors of the Corporation, in its sole discretion, except as the Stockholders may otherwise from time-to-time specifically and expressly provide or direct shall have the authority to fix the consideration for which the shares of Capital Stock of the Corporation may be issued or other disposition thereof made, and to provide when and how such consideration shall be paid.

12.1.2 Meetings. Meetings of the incorporators, of the Stockholders and of the Directors of the Corporation, or any committees of any of same for all purposes, may be held at any place, either inside or outside of the State of Florida and Members of any such group may be counted in attendance to such meeting and may participate fully therein from locations other than that of the meeting through the use of communications equipment which will allow all participants therein to at all times hear all other participants therein.

12.1.3 Corporate Powers. All corporate powers, including the sale, mortgage, hypothecation and pledge of the whole or any part of the corporate property shall be exercised by the Stockholders in their sole discretion, except as otherwise specifically and expressly provided by law.

12.1.4 Use of Corporate Funds. The Stockholders shall have the power to fix and determine and vary the amount of the working capital of the Corporation and direct and determine the use and disposition of any surplus or net profits over and above the paid-in capital of the Corporation, and in its discretion the Stockholders, may use and apply any such surplus or accumulated profits in purchasing or acquiring bonds or other obligations of the Corporation or shares of its own Capital Stock to such extent, in such manner, and upon such terms as the Stockholders in their sole discretion deem expedient.

12.1.5 Compensation. The Stockholders shall have the power to fix the compensation by way of fees, salaries, bonuses, pensions, profit sharing contributions, or otherwise, or any mix of one or more or all of same, of the employees, agents, officers, and directors, all or each of them, in such sum, form and amount, and pursuant to such contracts as may seem reasonable, in and by its sole discretion.

12.1.6 Executive Committee. The Board of Directors may designate from among their number an executive committee which, in the intervals between meetings of the Board and to the extent provided by the By-Laws of the Corporation and authorized by law, may have plenary authority to exercise the powers of the Board of Directors in the management of the affairs and business of the Corporation.

12.1.7 Removal of Directors. Pursuant to such reasonable procedures as may be established by the By-Laws of the Corporation, any one or more or all of the Directors may be removed, either with or without cause, at any time by the vote of the Stockholders holding a majority of the stock of the Corporation and entitled to vote at any regular or

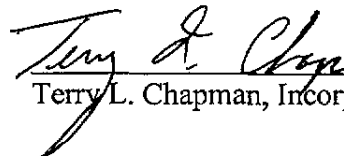
special meeting of the Stockholders, and thereupon the term of each Director or Directors who shall have been so removed shall forthwith terminate and there shall be a vacancy or vacancies in the Board of Directors, to be filled as provided by the By-Laws.

12.1.8 Removal of Officers. Any officer of the Corporation may be removed either with or without cause at any time by vote of a majority of the Stockholders.

12.1.9 Conflicts of Interest. No contract, act, or transaction between the Corporation and any other corporations shall be affected or invalidated by the fact that any one or more of the Stockholders, Directors, or officers of the Corporation is or are interested in or is a stockholder, director, or officer or are stockholders, directors, or officers of such other corporation, nor shall any contract, act, or transactions of the Corporation be affected by the fact that any of the Stockholders, Directors, or officers of the Corporation are personally interested therein. Any Stockholder or Stockholders, Director or Directors, officer or officers of the Corporation, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of, or with the Corporation or in which the Corporation is interested, and no contract, act or transaction of the Corporation with any person, firm, association, or corporation shall be affected or invalidated by the fact that any Stockholder or Stockholders, Director or Directors, or officer or officers of the Corporation is a party or are parties to, or is or are otherwise interested in such contract, act, or transaction, or is or are in any way connected with such person, firm, association, or corporation. Each and every person who may become a Stockholder, Director, or officer of the Corporation is hereby relieved, as far as is legally permissible, from any disability which might otherwise prevent such person from contracting with the Corporation for such person's benefit or for the benefit of any firm, association, or corporation in which he may be in any wise interested.

Section 12.2 By-Laws. The Stockholder shall have the authority to make by-laws for the Corporation and from time-to-time to alter, amend, or repeal any such by-laws adopted by it; provided, however, that the by-laws, as adopted by the Stockholders, may provide for the by-laws to be altered, amended, or repealed, in whole or in part (including the adoption new by-laws) by the Directors, subject to such review or approval thereof, if any, by the Stockholders as may be required by said provision, but subject always to the right of the Stockholders under this Section 12.2 to alter, amend, or repeal all by-laws of the Corporation, including such of same that may be adopted by the Directors.

IN WITNESS WHEREOF, the above-named incorporator has hereunto subscribed his name on this 11 day of APRIL, 2005.

  
Terry L. Chapman, Incorporator

STATE OF FLORIDA )

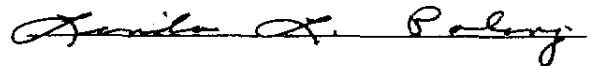
COUNTY OF )

BEFORE ME, the undersigned offer, on this 11 day of APRIL, 2005, personally appeared Terry L. Chapman, to me well known and well known to me to be the person described in and who subscribed his name to the forgoing Articles in Incorporation of T L Chapman Enterprises, Inc., and he acknowledged before me that he executed said Articles of Incorporation for the uses and purposes therein expressed.

My Commission Expires:



Linda L. Poling  
Commission #DD157317  
Expires: Nov 12, 2006  
Bonded Thru  
Atlantic Bonding Co., Inc.

  
LINDA L. POLING (Printed Name)  
Notary Public, State of Florida

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, regarding the appointment of a Resident Agent, the following is submitted:

T L Chapman Enterprises, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 9348 McIntyre Road, Brooksville, Florida 34601, has named Robert Allen Morris, Jr., 129 N. Main Street, Brooksville, Florida 34601, as its agent to accept service of process within the State of Florida.

Signature \_\_\_\_\_

Title: \_\_\_\_\_

Date: April 11, 2005

**ACCEPTANCE OF RESIDENT AGENT**

Having been named as resident agent to accept service of process for T L Chapman Enterprises, Inc., at the place designated in this certificate, I hereby agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as such officer.

Signature \_\_\_\_\_

Date: April 11, 2005

AND  
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