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J. Shivers MAY 09 2005

LAW OFFICES OF

#### BARRY A. BOBEK

PROFESSIONAL ASSOCIATION

TRIAL PRACTICE

PERSONAL INJURY REAL PROPERTY FAMILY LAW

May 2, 2005

503 EAST MONROE STREET JACKSONVILLE, FLORIDA 32202 (904) 632-2010

FAX (904) 353 - 2756

Secretary of State Division of Corporations Post Office Box 6327 Tallahassee, Florida 32314

Re: Diamond One Enterprises, Inc.

To whom this may concern:

Enclosed please find articles of incorporation, in duplicate, for the above-captioned corporation, together with my trust account check in the sum of \$122.50 made payable to your order. Please return a certified copy to the address shown above.

Thank you for your attention in this matter.

Very truly yours,

Barry A. Bobek

BAB/jaw enclosures

#### **ARTICLES OF INCORPORATION**

#### **OF**

#### DIAMOND ONE ENTERPRISES, INC.

We, the undersigned, do hereby form a corporation, and for such purpose we hereby make, execute, and adopt the following Articles of Incorporation:

#### ARTICLE I - NAME

The name of this corporation shall be Diamond One Enterprises, Inc.

#### **ARTICLE II - PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business in the State of Florida.

#### ARTICLE III - DURATION

The term for which this corporation shall exist shall be perpetual, commencing on the date of execution and acknowledgment of these articles.

#### ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of one dollar (\$1.00) par value common stock.

#### **ARTICLE V - INCORPORATORS**

The names and addresses of the persons signing these articles are:

Kenneth W. McKuhen, 1341 Howard Road, Jacksonville, Florida 32218 Gini B. Phillippe, 830 Chicopit Lane, Jacksonville, Florida 32225

#### **ARTICLE VI - BYLAWS**

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors, subject to the approval of the shareholders.

#### ARTICLE VII - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amount opposite his or her name:

Kenneth W. McKuhen Gini B. Phillippe William C. Wilson Donna S. English Patricia McCutcheon 30 shares 30 shares 30 shares 5 shares 5 shares

Shares held by the initial shareholders listed above and subsequent shareholders may not be resold or otherwise transferred to other persons or hypothecated in any manner unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold may be further specified by written agreement among all of the shareholders this corporation.

#### **ARTICLE VIII - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his or her pro rata share thereof at the price at which it is offered to others.

### ARTICLE IX - PRINCIPAL ADDRESS, INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal office of this corporation is, and the initial registered office of this corporation is 2265 St. Johns Bluff Road South, Jacksonville, Florida 32246 and the name of the initial registered agent of this corporation at this address is Gini B. Phillippe.

#### ARTICLE X - INITIAL BOARD OF DIRECTORS

This corporation shall have five directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws. The names and addresses of the initial directors of this corporation are:

Kenneth W. McKuhen, 1341 Howard Road, Jacksonville, Florida 32218 Gini B. Phillippe, 830 Chicopit Lane, Jacksonville, Florida 32225 William C. Wilson, 2850 Silver Moss Circle, Middleburg, Florida 32068 Donna S. English, 3219 Warnell Drive, Jacksonville, Florida 32216 Patricia McCutcheon, 1840 Scrubby Bluff Road, Kingsland, Georgia 31548

#### **ARTICLE XI - OFFICERS**

The names and post office addresses of the officers of this corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed and have qualified are as follows:

President:

Kenneth W. McKuhen 1341 Howard Road Jacksonville, Florida 32218 Chief Executive Officer:

Gini B. Phillippe

830 Chicopit Lane

Jacksonville, Florida 32225

Executive Vice President: William C. Wilson

2850 Silver Moss Circle Middleburg, Florida 32068

Secretary:

Donna S. English

3219 Warnell Drive

Jacksonville, Florida 32216

Treasurer:

Patricia McCutcheon 1840 Scrubby Bluff Road Kingsland, Georgia 31548

#### ARTICLE XII - SHAREHOLDERS QUORUM AND VOTING

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

#### **ARTICLE XIII**

The corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

#### **ARTICLE XIV - AMENDMENT**

This corporation through its shareholders reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto.

IN WITNESS WHEREOF, the undersigned subscribers have executed this

day of April, 2005.

#### STATE OF FLORIDA . COUNTY OF DUVAL

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Kenneth W. McKuhen and Gini B. Phillippe, known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and acknowledged before me that they executed the same for the purposes therein described.

WITNESS my hand and official seal, this <u>27</u> day of April, 2005, at Jacksonville, State and County aforesaid

NOBERT E. PRIDGEN, JR.
My Comm Exp. 8/12/05
No. DO 048962
ELPrisonally Word (10ther I.D.

Notary Public, State of Florida at Large My commission expires.

## CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That **Diamond One Enterprises**, **INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Jacksonville, County of Duval, State of Florida, has named **Gini B. Phillippe**, located at 2265 St. Johns Bluff Road South, Jacksonville, Florida 32246, as its agent to accept service of process within this State.

#### **ACKNOWLEDGMENT**

Having been named to accept service of process for the above-stated corporation, at the place designed in this certificate, hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping said office open.

Gini B Phillippe