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J. Shivers MAY 24 2005

LAW OFFICES  
WAYNE P. CASTELLO

TELEPHONE (352) 377-4422  
FAX (352) 373-5792

MERIDIEN PLACE  
2772 N.W. 43RD STREET, SUITE W  
GAINESVILLE, FLORIDA 32606

May 20, 2005

VIA FEDERAL EXPRESS

Division of Corporations  
State of Florida  
Department of State  
409 East Gaines Street  
Tallahassee, FL 32399  
Telephone (850) 487-6051

Re: All American Cleaning & Restoration Specialists, Inc.

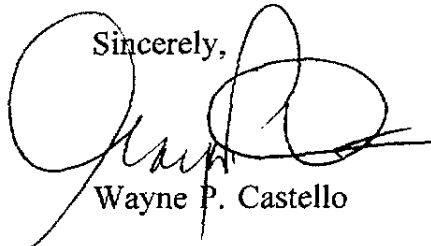
Dear Division of Corporations:

Please find enclosed herewith the Articles of Incorporation for the above corporation. I would appreciate your filing same and returning a certified copy to me. A check in the amount of \$78.75 is enclosed to cover the following costs:

Filing Fee	\$ 35.00
Certified Copy of Corporate Charter	8.75
Certificate of Resident Agent	<u>35.00</u>
TOTAL	\$ 78.75

If there are any questions, please advise. Thank you for your cooperation and assistance with this matter.

Sincerely,



Wayne P. Castello

WPC:deh  
Enclosures  
w2.2005-198.clt

## **ARTICLES OF INCORPORATION**

### **OF**

## **ALL AMERICAN CLEANING & RESTORATION SPECIALISTS, INC.**

The undersigned subscribers of these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

### **ARTICLE I: NAME**

The name of this corporation is ALL AMERICAN CLEANING & RESTORATION SPECIALISTS, INC.

### **ARTICLE II: NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation shall be as follows:

- (a) To engage in the cleaning and restoration business.
- (b) To conduct business, have one or more offices, hold, mortgage, sell, convey, lease or otherwise dispose of real or personal property, including franchises, patents, copyrights, trademarks, and licenses of the State of Florida and in all other States and Countries.
- (c) To contract debts and borrow money, issue and sell or place bonds,

debentures, notes and other evidences of debts, and to execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.

(d) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock, or any bonds, securities, or other evidences of indebtedness created by any other corporation in the State of Florida or by any other State of Government, and while the owner of such stock to exercise all the rights, powers, and privileges of ownership, including the right to vote such stock.

(e) To purchase the corporate assets of any other corporation and engage in the same character of business.

(f) To enter into, make, perform and carry out contracts for any lawful purpose pertaining to the business of the corporation, without limit as to amount, with any person, firm, syndicate, committee, association, or corporation, or municipal or governmental board, body, or authority, domestic or foreign, now or hereafter to be organized.

(g) In general, and in connection with the foregoing, this corporation shall have and may exercise all of the powers of like corporations confirmed by the corporation laws of the State of Florida, it being expressly provided that enumeration of the objects, powers, and purposes hereinabove specified shall not be held to limit or

restrict in any manner the object, powers, and purposes of the corporation, and none of the clauses named in this article shall be in any way limited or restricted by reference to the terms of any other clauses, objects, powers or purposes set forth in this article, or in any other article hereof, but that the objects, powers, and purposes specified in each of the clauses of this article shall be regarded as independent and cumulative purposes, powers, and objects.

### **ARTICLE III: CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at one time is 1,000 shares of common stock, which shall have a par value of \$10.00 per share. Any such stock may be issued and sold in whole or fractional shares, and there may be included in the by-laws of the corporation provisions recognizing pre-emptive rights of the stockholders and having limitations on the issue of or transfer of stock of the corporation. The stockholders of the corporation may agree among themselves, or with the corporation, upon limitations on the transferability or assignment of the stock issued by the corporation, or provisions and agreements for pre-emptive rights of purchase with reference to such stock or any part thereof, whether issued or to be issued, or for options for purchase in the event of sale of the stock issued by the corporation.

#### **ARTICLE IV: INITIAL CAPITAL**

The amount of capital with which this corporation shall begin shall be not less than Five Hundred Dollars (\$500.00).

#### **ARTICLE V: TERM OF EXISTENCE**

This corporation shall have perpetual existence.

#### **ARTICLE VI: INITIAL ADDRESS**

The initial post office address of this corporation in the State of Florida shall be 10 S. W. 7th Street, Suite C, Williston, FL 32696. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

#### **ARTICLE VII: DIRECTORS**

The corporation shall have four (4) directors initially. The number of directors may be increased or diminished from time to time by the by-laws adopted by the stockholders, but shall never have less than one (1).

#### **ARTICLE VIII: INITIAL DIRECTORS**

The names and post office addresses of the members of the first Board of Directors are:

<b>Name</b>	<b>Address</b>
Michael A. Williams	5030 N. E. 153rd Avenue, Williston, FL 32696
Gail D. Williams	5030 N. E. 153rd Avenue, Williston, FL 32696
Geary T. Poe	1009 N. W. 36th Road, Gainesville, FL 32609

Pamela S. Poe

1009 N. W. 36th Road, Gainesville, FL 32609

#### **ARTICLE IX: SUBSCRIBERS**

The names and post office addresses of each subscriber to these Articles of Incorporation, the number of shares each subscribes to, and the consideration therefore are as follows:

<b>Name</b>	<b>Address</b>	<b>No. of Shares</b>	<b>Consideration</b>
Michael A. Williams and Gail D. Williams, JTWROS	5030 N. E. 153rd Avenue Williston, FL 32696	25	\$250.00
Geary T. Poe and Pamela S. Poe, JTWROS	1009 N. W. 36th Road Gainesville, FL 32609	25	\$250.00

The subscribers certify that the value of the consideration for the stock subscribed for will not be less than the par value of such stock, and the total of such values will not be less than the amount of capital with which the corporation will begin business as set forth in Article IV above.

#### **ARTICLE X: CONDUCT OF BUSINESS**

In furtherance and not in limitation of the powers conferred by statutes, the following specific provisions are made for the regulation of the business and the conduct of the affairs of the corporation:

(a) Subject to such restrictions, if any, as are herein expressed and such further restrictions, if any, as may be set forth in the by-laws, the Board of Directors shall

have the general management and control of the business and may exercise all the powers of the corporation except such as may be by statute, or by the Articles of Incorporation or amendment thereto, or by the by-laws as constituted from time to time, expressly conferred upon or reserved to the stockholders.

(b) Authorized shares of par value stock may be issued only for a consideration having value, in the judgment of the Board of Directors, at least equivalent to the full par value of such par value stock to be issued.

(c) The initial by-laws may be adopted by the subscribers hereto. Such by-laws may be amended, altered, or repealed only by the stockholders of the corporation by affirmative vote of the holders of a majority of the common stock outstanding, entitled to be voted. No such by-laws shall be in conflict with these Articles of Incorporation or with any outstanding prior agreements of the stockholders which appear of record in the minute book or other records of the corporation.

(d) The corporation shall have such officers as may from time to time be provided in the by-laws and such officers shall be designated in such manner and shall hold their offices for such time and shall have such powers or duties as may be prescribed by the by-laws, or as may be determined from time to time by the Board of Directors subject to the by-laws.

#### **ARTICLE XI: EFFECTIVE DATE**

These Articles of Incorporation shall be effective on May 23, 2005.

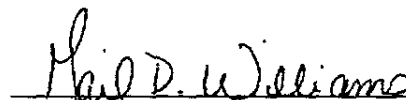


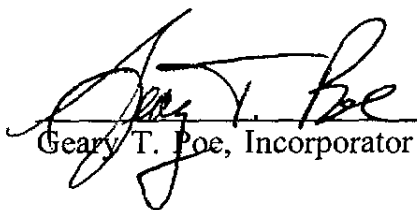
## ARTICLE XII: AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and 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 have hereunto set my hand and seal,  
acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 20<sup>th</sup> day of May, 2005.

 (SEAL)  
Michael A. Williams, Incorporator

 (SEAL)  
Gail D. Williams, Incorporator

 (SEAL)  
Geary T. Poe, Incorporator

 (SEAL)  
Pamela S. Poe, Incorporator

STATE OF FLORIDA  
COUNTY OF ALACHUA

The foregoing Articles of Incorporation was acknowledged before me this 20th day of May, 2005, by Michael A. Williams, Gail D. Williams, Geary T. Poe, and Pamela S. Poe, who are personally known to me or who have produced valid Driver's Licenses as identification and who did not take an oath.

Diana E. Harris

Notary Public, State of Florida at Large  
My Commission expires:  
My Commission Number:



W2.2005-198.cor

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

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

05 JUL 21 AM 9:49  
CLERK OF COURT  
JUL 21 2021

First--That **ALL AMERICAN CLEANING & RESTORATION  
SPECIALISTS, 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 Williston,  
County of Levy, State of Florida, has named Pamela S. Poe, located at 1009 N. W.  
36th Road, Gainesville, FL 32696, as its agent to accept service of process within this  
state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above state 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.

By Pamela S. Poe  
Pamela S. Poe  
(Resident Agent)