# P05000102865

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SELVETA SY OF STATE



#### FLORIDA DEPARTMENT OF STATE Glenda E. Hood Secretary of State

May 18, 2005

ROBERT E. BONE, JR. 414 W. MAIN STREET STREET LEESBURG, FL 34748

SUBJECT: EDGESTONE GROUP, INC.

Ref. Number: W05000025019

We have received your document for EDGESTONE GROUP, INC.. However, the document has not been filed and is being returned for the following:

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.

The document number of the name conflict is L03000000291 - EDGESTONE GROUP, LLC.

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) 245-6934.

Loria Poole Document Specialist New Filings Section

Letter Number: 405A00035688

Division of Company in a D.O. DOY 6997 Well-harman Elevida 99914

### ROBERT E. BONE, JR. ATTORNEY AT LAW

414 W. Main Street Street, Leesburg, Florida 34748 Telephone: (352) 348-1135 - Facsimile: (407) 386-6883 email: <a href="mailto:rbone@myfreeconsult.com">rbone@myfreeconsult.com</a>

July 20, 2005

Department of State Division of Corporations Attention: Loria Poole P.O. Box 6327 Tallahassee, Florida 32399

RE: HEDGESTONE GROUP, INC. - DOMESTICATION

L03000000291 - Edgestone Group, Inc.

Dear Ms. Poole:

Enclosed herewith are an original and one copy of the Certificate of Domestication and Articles of Incorporation of the above referenced company. We previously provided you with a check for Edgestone Group, which was rejected, in the amount of \$137.50, said check allocated as follows:

\$50.00 Certificate of Domestication \$78.75 Articles of Incorporation \$ 8.75 Certificate of Status

Please return a certified copy of the Articles and Certificate of Status

Thank you for your cooperation in this matter.

Robert E. Bone, Jr.

REB: Enclosures

## CERTIFICATE OF DOMESTICATION OF EDGESTONE GROUP, INC

The undersigned, RICHARD S. SAULSBURY, PRESIDENT, of EDGESTONE GROUP, INC, a foreign corporation, in accordance with s. 607.1801, Florida Statutes, does hereby certify:

- 1. The date on which corporation was first from was August 21, 2003.
- 2. The jurisdiction where the above named corporation was first from, incorporated, or otherwise came into being was the State of TEXAS.
- 3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was EDGESTONE GROUP, INC.
- 4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is HEDGESTONE GROUP, INC.
- 5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was the State of TEXAS.
- 6. Attached are Florida article of incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am PRESIDENT, of EDGESTONE GROUP, INC. and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this L day of MAY, 2005.

RICHARD S. SAULSBURY, PRESIDENT

Dated:

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## ARTICLES OF INCORPORATION OF HEDGESTONE GROUP INC.

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SEUNETARY OF STAT
TALLAHASSEE, FLORE

The undersigned do hereby associate themselves together for the purpose of forming a corporation under the laws of the State of Florida under the corporate name HEDGESTONEGROUP, INC., and hereby set forth and declare:

#### CHARTER

#### Article I

The name of the corporation shall be HEDGESTONE GROUP, INC., 2417 NW 66th Tenace located at City of GAINESVILLE, County of ALACHUA, State of FLORIDA. 32606

#### Article II

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

#### Article III

The authorized capital stock which the corporation may issue shall be 10,000 shares of \$1.00 par value common stock, which shall be nonassessable and held, sold, and paid for at such time and in such manner as the Board of Directors may from time to time determine.

#### Article IV

The corporation shall commence business on filing with the Secretary of State.

#### Article V

The corporation shall have perpetual existence, except that the same may be dissolved, as provided by law.

#### Article VI

The principal place for the transaction of its business and mailing address shall be 2417 NW 66<sup>TH</sup> TER, the City of GAINESVILLE, County of ALACHUA, in the State of FLORIDA 32606. That said corporation shall have the right and authority to do business at such other place or places within or without the State of Florida as the corporation may, by resolution, designate.

#### Article VII

The corporation shall have a Board of Directors of not less than one (1) director, which number may be increased or decreased from time to time. The number of directors each year shall be determined by the Shareholders at their annual meeting, unless the number is fixed by the Bylaws.

#### Article VIII

The Officers by whom the business of said corporation shall be conducted shall be a President, who shall be a Director, a Secretary and a Treasurer and such other officers, agents and factors shall be chosen in such manner, hold their office for such term and have such powers and duties as may be prescribed by the Bylaws or determined by the Board of Directors. The names and post office addresses of the Officers who shall conduct the business of

the corporation until their successors are elected and qualified following the first meeting of Board of Directors shall be:

RICHARD S. SAULSBURY, PRESIDENT, SECRETARY

2417 NW 66TH TER., GAINESVILLE, FLORIDA 32606

STEVEN R. LITTLE, VICE PRESIDENT, TREASURER

5910 N. COSWORTH PLACE, BOISE, IDAHO 83713

#### Article IX

The name and post office address of the incorporator of this corporation is as follows:

#### RICHARD S. SAULSBURY

#### 2417 NW 66TH TER., GAINESVILLE, FLORIDA 32606

#### Article X

The amount of indebtedness or liability to which the corporation at any time may subject itself shall be unlimited.

#### Article XI

The street address of the initial registered office of this corporation is  $2417 \ \text{NW} \ 66^{\text{TH}} \ \text{TER.}$ , GAINESVILLE, FLORIDA 32606, and the name of the initial registered agent of this corporation at that address is RICHARD S. SAULSBURY.

#### Article XII

Each shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### Article XIII

The initial Bylaws of this corporation shall be adopted by the Board of Directors. The Bylaws may be amended from time to time by either the shareholders or the directors. The shareholders may amend, alter, or repeal any Bylaw adopted by the directors. The directors may not alter, amend or repeal any Bylaw adopted by the shareholders, nor may the directors adopt Bylaws which would be in conflict with the Bylaws adopted by the shareholders.

#### Article XIV

Any subscriber or shareholder present at any meeting, either in person, or by proxy, and any directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

#### Article XV

Each director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all cost and expense reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceeding in which he may be involved or to which he may be made a party by reason of his being or having been a director or officer of the corporation, said expense to include attorney's fees and the cost of reasonable settlement made with a view to curtailment of cost of litigation, except in relation to matters as to which he finally shall be adjudged in any such action, suit, or

proceeding to have been derelict in the performance of his duty as such officer or director. Such right of indemnification shall not be exclusive of any other rights to which he may be entitled as a matter of law; and the foregoing right of indemnification shall inure to the benefit of the heirs, executors and administrators of any such director or officer.

#### Article XVI

A director or officer of the corporation shall not be disqualified by his office from dealing or contracting with the corporation either as a vendor, purchaser, or otherwise, nor shall any transaction or contract of the corporation be void or voidable by reason of the fact that any director or officer or any firm of which any director or officer is a member or any corporation of which any director or officer is a shareholder, officer, or director, is in any way interested in such transaction or contract, provided that such transaction or contract is or shall be authorized, ratified, or approved either (a) by a vote of a majority of a quorum of the Board of Directors, without counting in such majority or quorum any director so interested or member of a firm so interested, or a shareholder, officer, or director of a corporation so interested, or (b) by the written consent, or by the vote of any shareholders meeting of the holders of record, of a majority of all the outstanding shares of stock in the corporation entitled to vote, nor shall any director or officer be liable to account to the corporation for any profits realized by or from or

through any such transaction or contract authorized, ratified, or approved as herein provided by reason of the fact that he, or any firm of which he is a member of any corporation of which he is a shareholder, officer, or director, was interested in such transaction or contract. Nothing herein contained shall create liability in the events above described or prevent the authorized approval of such contracts in any other manner permitted by law.

IN WITNESS WHEREOF, I the undersigned being the sole incorporator of the Corporation for the purpose of forming a corporation under the laws of the State of Florida do make, subscribe, acknowledge and file the foregoing Articles of Incorporation, hereby certifying that the facts therein stated are true, and accordingly set my hand and seal at GAINSVILLE, FLORIDA, this \_\_\_\_\_\_ day of MAY, 2005.\_\_\_\_\_\_

RICHARD S SAILLSBURY

In pursuance of Chapter 607.0501, Florida Statutes, the following is submitted, in compliance, with said Act:

First That HEDGESTONE GROUP, 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 GAINESVILLE, County of TALACHUA, State of Florida, has named RICHARD S.

SAULSBURY, located at 2417 NW 66<sup>TR</sup> TER., GAINESVILLE, FLORIDA 32606, as its agent to accept service of process within this State.

#### ACKNOWLEDGEMENTS:

Having been named to accept service of process for the abovestated 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.

RICHARD S. SAULSBURY, Registered Age

