

PS000104631

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



700057674407

07/25/05--01022--004    \*\*78.75

FILED  
SECRETARY OF STATE  
DIVISION OF  
CORPORATION  
05 JUL 25 AM 8:12

**JOHN R. TAMM**  
**Attorney & Counselor at Law**

*Admitted in Florida and North Carolina*  
Aviation Law  
Wills, Estates and Estate Planning

408 North Wild Olive Avenue  
*Mailing Address*  
Post Office Drawer 2718  
Daytona Beach, Florida 32115

*Telephone* 386 / 253-4564  
*Fax* 386 / 253-4566

July 18, 2005

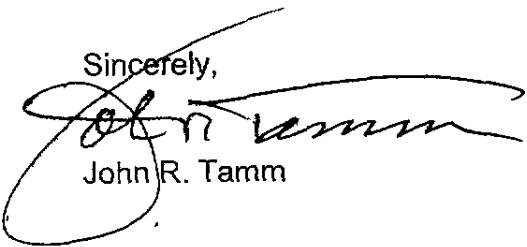
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

**Re: LAPLANT HEATING and AIR CONDITIONING, INC.**

Gentlemen:

Enclosed are two original copies of the articles of incorporation for the above captioned corporation and a check payable to you in the amount of \$78.75 for the filing fees and one certified copy of the articles after they are filed.

Sincerely,

  
John R. Tamm

Jrt/ret  
enclosures

ARTICLES OF INCORPORATION  
OF

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATION

05 JUL 25 AM 8: 12

LaPlant Air Conditioning and Heating, Inc.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

**ARTICLE I**

**Name**

The name of this Corporation is LAPLANT AIR CONDITIONING and HEATING, INC.

**ARTICLE II**

**Term of Corporate Existence**

The period of duration of the Corporation is perpetual unless dissolved according to law.

**ARTICLE III**

**Purpose**

The purposes for which the Corporation is organized are:

- (a) To own, conduct, operate, maintain and carry on the business of installing and maintaining Air conditioning and Heating Equipment and to do any and all things necessary and pertinent to said business.
- (b) The Corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.
- (c) To acquire by purchase, or otherwise, for investment or resale, and to own, operate, subdivide, lease, let, mortgage, sell and otherwise dispose of, for cash or on credit by conveyance, agreement for deed, or other lawful instrument, real estate, or mixed property, located in the State of Florida, or elsewhere, and generally to deal in and traffic as owner, agent or broker, in real estate personal and mixed property and any interest or estate therein, including subdivision, apartment houses, residences, stores, office buildings, manufacturing sites, and the lots or parcels of land upon which they may be located, and to create, own,

lease, sell, operate and deal in freehold and leasehold estates of any and all character whatsoever, and to an investor in real and personal property.

(d) To lend and borrow money, be a surety, execute bail bonds and to execute and deliver, accept, take and receive notes, bonds, debentures or other evidences thereof, and mortgages, trust deeds, pledges, and or other securities for the payment of same.

(e) To acquire by purchase, subscription, or otherwise, and mortgage, pledge, or otherwise dispose of bonds, notes or other securities or evidences of indebtedness, and the shares of capital stock created and issued by any other corporation or corporations, association or associations, and to purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of any bonds or other securities or evidence created by or issued by any other corporation or corporations, association or associations, and while the owner of such stock, to exercise all rights, powers and privileges as such ownership, including the right to vote the same, and to do any and all lawful acts or things designed to protect, preserve, improve, or enhance the value of any such bonds, stocks, or other securities or evidences of indebtedness and to guarantee dividends upon shares of the capital stock of any other corporation in which this corporation, at any time, may be interested as a stockholder thereof, and to endorse or otherwise guarantee the principal and interest, or either thereof, of notes, bonds or other evidences of indebtedness created by issue or such corporation; to deal in its own stocks or brokerage business.

## ARTICLE IV

### Authorized Shares

The aggregate number of shares that the Corporation is authorized to issue is 100 shares of Capital Stock. Such shares shall be of a single class, and shall have a par value of \$1.00, per share.

## ARTICLE V

### Initial Principal Address

The address of the principal office is 926 LEMON Road South Daytona, Florida , Florida 32119.

## ARTICLE VI

### Initial Registered Office and Registered Agent

The street address of the initial registered office of the Corporation is 926 Lemon Road South Daytona Florida 32119 , and the name of the initial registered agent at such address is David S. LaPlant .

Having been named to accept service of process for the above stated Corporation, at place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

## ARTICLE VII

### Number of Directors

The business of the Corporation shall be managed by a Board of Directors consisting of one or more members, the exact number to be determined from time to time in accordance with the By-Laws. The initial Board of Directors shall consist of four (4) Directors.

## ARTICLE VIII

### Initial Board of Directors

The name and address of the persons who shall serve as Directors until the First Annual Meeting of Shareholders, and thereafter, or until his or her successors have been elected and qualified, is as follows:

<u>Name</u>	<u>Address</u>
David S. LaPlant	926 Lemon Road South Daytona , Fl. 32119
Lisa LaPlant	926 Lemon Road South Daytona, Fl. 32119

Joseph Valley 204 Gull Circle North Daytona Beach, FL 32119  
Marjorie Valley 204 Gull Circle North Daytona Beach, FL 32119

## ARTICLE IX

**Initial Incorporator**

The name and address of the initial incorporators are as follows:

<u>Name</u>	<u>Address</u>
David S. LaPlant	926 Lemon Road South Daytona, FL. 32119
Lisa LaPlant	926 Lemon Road South Daytona , FL. 32119

## ARTICLE X

## By-Laws

The Board of Directors shall adopt By-Laws for the Corporation, which may be amended, altered or repealed by the stockholders or directors in any manner permitted by the By-Laws.

## ARTICLE XI

### **Indemnification of Directors and Officers**

1. The Corporation shall indemnify any director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceedings:

(a) Whether civil, criminal, administrative or investigative, other than one by or in the right of the Corporation to procure a judgment in its favor, brought to impose a liability or penalty on such person or an act alleged to have been committed by such person in his capacity as director or officer of the Corporation, or in his or her capacity as director, officer,

employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he or she served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable attorney's fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interest of the Corporation, and in criminal actions or proceedings, without reasonable grounds for belief that such action was unlawful. The termination of any such action, suit or proceedings by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in the best interest of the Corporation or that he or she had reasonable grounds for belief that such action was unlawful.

(b) By or in the right of the Corporation to procure a judgment in its favor by reason of his being or having been a director or officer of the Corporation, or by reason of his or her being or having been a director, officer, employee, or agent of any other corporation, partnership, joint venture, trust or other enterprise which he or she served at the request of the Corporation, against reasonable expenses, including attorney's fees, actually and necessarily incurred by him or her in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty or negligence or misconduct in the performance of his or her duty to the Corporation unless and only to the extent that the court, administrative agency, or investigative body before which such action, suit or proceeding is held shall determine upon application, that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal deem proper.

COUNTY OF Volusia )

THE FOREGOING instrument was acknowledged before me this 18<sup>th</sup> day of July 2005  
2005, by DAVID LAPLANT, who personally appeared before me and who is  
personally known to me or who has produced \_\_\_\_\_ as  
identification.



Maria F Rickling  
My Commission DD373743  
Expires November 21 2008

Maria F Rickling  
Notary Public, State of Florida

My Commission Expires: 11/21/08

**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.

FIRST: That LAPLANT AIR CONDITIONING and HEATING, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at 926 Lemon Road South Daytona, FL 32119 Volusia , County of Volusia, State of Florida, has named David S. LaPlant, located at 926 Lemon Road South Daytona, Florida, 32119, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT**

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

DSL David LaPlant  
, Registered Agent

DSL David LaPlant  
, Incorporator

L-L Lise LaPlant  
INCORPORATOR

7-18-05  
Date  
05 JUL 25 AM 8:12  
FILED STATE  
SECRETARY OF CORPORATION  
DIVISION OF

7-18-05  
Date

7-18-05  
DATE