### Florida Department of State

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From:

Account Name : LAW OFFICES OF JUSTIN RICKMAN

Account Number: I20050000048

: (352)392-2041

Phone

Fax Number : (352)394-2389

### FLORIDA PROFIT CORPORATION OR P.A.

### BRODERICK CONSTRUCTION, INC.



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### JUSTIN RICKMAN ESQUIRE

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# ARTICLES OF INCORPORATION OF

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BRODERICK CONSTRUCTION, INC.

SLORETARY OF STATE TALLAHASSEE, FLORIDA

The undersigned natural persons, of legal age, acting as Incorporators under the provisions of Florida Statutes, Chapter 607, adopts the following Articles of Incorporation:

### ARTICLE I

The name of this Corporation shall be BRODERICK CONSTRUCTION, INC., and the principal address is 11449 Crescent Pines Boulevard, Clermont, Florida 34711, and the mailing address is 11449 Crescent Pines Boulevard, Clermont, Florida 34711.

#### ARTICLE II PURPOSES

The Corporation may engage in any activity or business permitted under the laws of the United States of America and this State.

#### ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock which this Corporation shall have authority to issue shall be One Hundred (100) Shares of Common Stock, each with a par value of \$1.00 per share.

#### ARTICLE IV SUBSCRIBERS, INCORPORATORS, AND DIRECTORS

The name and address of the Subscribers, Directors, and Incorporators are:

Joann Broderick 11036 Point Nellie Drive Clermont, Florida 34711 Drew Broderick 11449 Crescent Pines Blvd. Clermont, Florida 34711

# ARTICLE V INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act, by written agreement without a meeting, as provided in Florida Statutes 607.394 and the By-Laws.

JUSTIN RICKMAN Attorney at Law 450 Bast Highway 50, Sulle 7 Clemont, Fichida 34711 Phone: (352) 354-2241 Fax: (352) 394-2389

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#### ARTICLE VI FUNDAMENTAL CHANGES

The affirmative vote of holders of the majority of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- (a) Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- (b) Reorganization, merger or consolidation of the Corporation;
- Sale, lease or exchange of the major portion of the property or assets of the Corporation;
- (d) Dissolution of the Corporation.

# ARTICLE VII

The business of the Corporation shall be managed initially by a board of two (2) director(s). The number of directors may be increased or decreased, as provided in the By-Laws, but shall never be less than one (1) director.

The entire Board of Directors or any individual Director may be removed from office without assignment of cause by affirmative vote of one hundred (100%) percent of the outstanding shares of all classes of stock entitled to vote. Directors, who are not stockholders, may be removed for cause by a majority vote of all classes of stock entitled to vote. Ay director who is also a stockholder may be removed for cause by the affirmative vote of one hundred (100%) percent of the outstanding shares of all classes of stock entitled to vote exclusive of his own shares of stock.

Any vacancy on the Board of Directors shall be filled by the shareholders at a regular or special meeting called for that purpose. A shareholder removed as a Director for cause shall not be entitled to vote to fill his own vacancy by voting for himself without prior approval secured by the affirmative vote of one hundred (100%) percent of the outstanding shares of all classes of stock entitled to vote exclusive of his own shares of stock.

Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

# ARTICLE VIII OPERATING AGREEMENT

Two or more of the shareholders of this Corporation entitled to vote may, as provided in the By-Laws, from time to time enter into agreements providing for shareholders voting, the operation and/or government of the Corporation and for such

JUSTIN RICKMAN Attorney at Law 400 Zest Highway 50, Suite 7 Clormont, Florida 34711 Phone: (352) 394-2041 Fax: (352) 394-2399

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other matters as the parties to the agreement determine and are permitted by law, and which relate to any phrase of the affairs o this Corporation. The Board of Directors may require, by resolution or By-Law, that the existence of such agreement be noted on the certificates of stock of the Corporation, which are subject to such agreement.

### ARTICLE IX EFFECTIVE DATE

The date that corporate existence shall begin shall be upon filing of the Articles of Incorporation pursuant to Florida Statute 607.167.

### ARTICLE X REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial Registered office of this Corporation is:

450 East Highway 50, Suite 7, Clermont, Florida 34711

The name of the Registered Agent of this Corporation is JUSTIN RICKMAN, ESQUIRE at the above office address.

#### ARTICLE XI BY-LAWS

The By-Laws of this Corporation may be adopted, amended, or repealed, by either the Board of Directors or by the Stockholders, except as otherwise provided in the By-Laws.

DANN BRODERICK, Incorporato

DREW BRODERICK, Incorporator

JUSTIN RICKMAN Attorney at Law 450 East Highway S0, Suite 7 Clormont, Florida 34711 Phone: (352) 394-2041 Fax: (352) 394-2059

#### STATE OF FLORIDA

#### COUNTY OF LAKE

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, JOANN BRODERICK who after being duly cautioned and sworn, did depose and say that the name of said Incorporator was affixed to the foregoing Articles of Incorporation of BRODERICK CONSTRUCTION, INC., as one of the original subscribers to said Corporation for the purposes therein expressed.

WITNESS my hand and official seal at Clermont, County of Lake, State of Florida, this 10 day of 12005.

Wotary Publiq

SHERRY L. TURNER
MY COMMISSION # DD 082319
EXPIRES: March 24, 2005
Donded Tract Notary Public Underwitters

STATE OF FLORIDA

COUNTY OF LAKE

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, DREW BRODERICK, who after being duly cautioned and sworn, did depose and say that the name of said Incorporator was affixed to the foregoing Articles of Incorporation of BRODERICK CONSTRUCTION, INC., as one of the original subscribers to said Corporation for the purposes therein expressed.

WITNESS my hand and official seal at Clermont, County of Lake, State of Florida, this 15 day of 2005.

Notary Public

SHERRY L. TURNER

MY COMMISSION # DID 092310

EXPIRES: March 24, 2006

Bonded Thru Notery PLES: Groommiters

JUSTIN RICKMAN Attorney at Law 450 East Highway 50, Suite 7 Clemant, Florida 3-7711 Phone: (352) 394-2389 Fax: (352) 394-2389

#### ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, JUSTIN RICKMAN, am familiar with and hereby accept the appointment as Registered Agent for BRODERICK CONSTRUCTION, INC., as set forth in the Articles of Incorporation filed simultaneously herewith.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this

15 day of august 2005.

JUSTIN RICKMAN

SECRICIARY OF SIMIS

JUSTIN RICKMAN Attorney at Law 460 East Highway 50, Suite 7 Clemooth, Florida 34711 Phone: (352) 394-2041 Fax: (352) 394-2389

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