

P05000113469

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

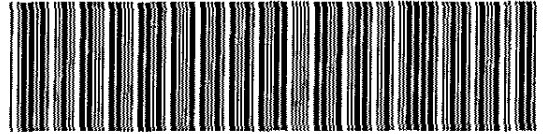
(Document Number)

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

Special Instructions to Filing Officer:

Daniel B. Merritt GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT Name of Corp  
DATE 8-16-05  
DOC. EXAM C. Blalock

Office Use Only



100056553021

07/27/05--01024--003 \*\*78.75

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

05 AUG 15 PM 1:23

FILED

W05-35873

**DANIEL B. MERRITT, JR., P.A.**

Law Offices  
**MERRITT & KELLER**  
A PARTNERSHIP OF  
PROFESSIONAL ASSOCIATIONS  
297 NORTH BROAD STREET  
POST OFFICE BOX 428  
BROOKSVILLE, FLORIDA 34605-0428  
TELEPHONE: (352) 796-9380  
FACSIMILE: (352) 796-9376

**JOHN M. KELLER, P.A.**

August 11, 2005

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

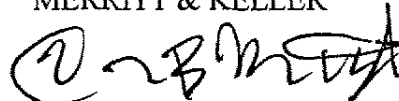
RE: C & R Management, Inc.

Dear Sir/Madam:

Enclosed is a copy of your letter dated July 28, 2005, and Articles for Incorporation for C & R Management, Inc., which was changed from C & R Enterprises, Inc., due to unavailability. Please send your Certificate and copy of the Articles at your earliest convenience. Thank you.

Sincerely,

MERRITT & KELLER



Daniel B. Merritt, Jr., Esq.



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

July 28, 2005

DANIEL B. MERRITT, JR., ESQ.  
P.O. BOX 428  
BROOKSVILLE, FL 34605-0428

SUBJECT: C & R ENTERPRISES, INC.  
Ref. Number: W05000035873

We have received your document for C & R ENTERPRISES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.**

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) 245-6925.

Cynthia Blalock  
Document Specialist  
New Filings Section

Letter Number: 805A00049159

**ARTICLES OF INCORPORATION**

**FOR**

C & R MANAGEMENT OF HERNANDO COUNTY, INC.

FILED

05 AUG 15 PM 1:24

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator(s) desires to form a general business corporation under the laws of the State of Florida and, by execution of these Articles of Incorporation, does hereby accept all of the rights, privileges, benefits, and obligations conferred and imposed by said laws, and, further, does hereby adopt these Articles of Incorporation as the Charter of the Corporation hereby organized.

**ARTICLE I - NAME**

Section 1.1 **Designation**. The Corporation shall be a corporation for profit pursuant to Chapter 607, Florida Statutes, and its name shall be:

C & R MANAGEMENT OF HERNANDO COUNTY, INC.

and said name shall be so registered with the Florida Department of State, Division of Corporations.

**ARTICLE II - DURATION**

Section 2.1 **Perpetual Existence**. The Corporation shall have perpetual existence, said perpetual existence to commence upon the filing of these Articles of Incorporation with the Florida Department of State, Division of Corporations.

**ARTICLE III - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

Section 3.1 **Place of Business**. The principal place of business of the Corporation shall be located at 10359 Joyce Drive, Brooksville, FL 34601, or at such other place as may from time-to-time be specified by the Board of Directors (the **Board**).

Section 3.2 **Mailing Address.** The mailing address of the corporation shall be P.O. Box 10371, Brooksville, FL 34603, or as from time-to-time specified by the Board.

#### **ARTICLE IV - PURPOSE**

Section 4.1 **Purpose.** This Corporation is organized for the purpose of engaging in all lawful businesses permitted to a corporation organized under Chapter 607, Florida Statutes, the Florida General Corporation Act, as in effect from time-to-time, including and specifically the business of acquiring, holding, managing, and purchasing real estate for rental, investment, and sale within and outside the State of Florida, and all other services of whatsoever nature related to and associated therewith, and everything necessary, proper, advisable, or convenient for the accomplishment thereof, and to do all other things incidental to said purpose or connected therewith that are not forbidden by the Florida corporation laws or by other law, or by these Articles of Incorporation, and to carry out said purpose in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that it is not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

#### **ARTICLE V - OFFICERS**

Section 5.1 **Officers.** The affairs of the Corporation shall be managed by a President, Vice-President, and a Secretary/Treasurer, or such other officers as the Board may determine in its discretion to be necessary.

Section 5.2 **Appointment.** The procedure for appointment of the above officers shall be as specified by the Board as from time-to-time amended.

## **ARTICLE VI - CORPORATE POWERS**

Section 6.1 **Powers.** The Corporation shall have all the powers set forth in Chapter 607, the Florida Business Corporation Act, as in effect from time-to-time, and such other powers as allowed by law.

## **ARTICLE VII - STOCK**

Section 7.1 **Shares.** The Corporation is authorized to issue One-Thousand (1,000) shares of Capital Stock having a par value of One Dollar (\$1.00) per share payable in lawful money of the United States of America or in other property, tangible or intangible, or in labor or services actually performed for the Corporation at a just valuation to be fixed by the Board. The authorized and/or issued Capital Stock of the Corporation may at any time be increased or decreased as provided by the laws of the State of Florida. The sum of the par value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

Section 7.2 **Dividends.** The holders of the outstanding Capital Stock shall be entitled to receive, when and as declared by the Board, dividends payable either in cash or in property solely out of the unreserved and unrestricted earned surplus of the Corporation, and dividends payable in shares of the Capital Stock of the Corporation solely out of any unreserved and unrestricted surplus of the Corporation, as provided by the laws of the State of Florida.

Section 7.3 **Classes or Series of Stock.** The shares of Capital Stock of the Corporation may not be divided into either classes or series.

## **ARTICLE VIII - AMENDMENT**

Section 8.1 **Procedure**. Unless otherwise set forth herein, the Corporation reserves the right, in accordance with the laws of the State of Florida governing Corporations, to amend, alter, modify, or repeal any provision or provisions contained in these Articles of Incorporation, or any amendment thereto, and any rights conferred upon any stockholders are subject to this reservation.

## **ARTICLE IX - INITIAL REGISTERED AGENT AND ADDRESS**

Section 9.1 **Registered Agent and Address**. Subject to change from time-to-time by the Board, the street address of the registered agent of this Corporation shall be 10359 Joyce Drive, Brooksville, FL 34601, and ROGER E. KENNEDY, shall be the initial Registered Agent of the Corporation at that address.

## **ARTICLE X - INCORPORATORS AND INITIAL BOARD OF DIRECTORS**

Section 10.1 **Designation**. This Corporation shall have two (2) Directors initially. The number of directors may be either increased or decreased from time-to-time by action in accordance with the Bylaws of the Corporation as from time-to-time adopted or amended by the Board of Directors. The name and address of the incorporator and of the initial Directors of the Corporation, who shall serve as Directors until said Directors' respective successor is elected and has qualified pursuant to the Bylaws of the Corporation, is:

Roger E. Kennedy (Incorporator and Initial Director)  
10359 Joyce Drive  
Brooksville, FL 34601

Cynthia B. Kennedy (Initial Director)  
10359 Joyce Drive  
Brooksville, FL 34601

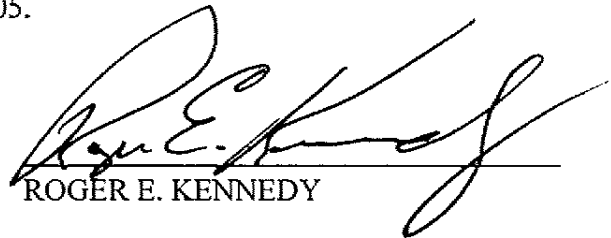
## ARTICLE XI - INDEMNIFICATION

Section 11.1 **Officers, Directors, and Employees.** The Corporation, by the adoption of appropriate provisions in its Bylaws, may indemnify any officer, director, or employee of the Corporation, or any former officer, director, or employee of the Corporation, to the full extent permitted by and as set forth in the Florida General Corporation Act.

## ARTICLE XII - BYLAWS

Section 12.1 **Adoption.** The Board shall have authority to make and/or adopt bylaws for the Corporation and from time-to-time to alter, amend, repeal any such bylaws adopted by it.


IN WITNESS WHEREOF, the above-named individual has hereunto subscribed his name this 11<sup>th</sup> day of August, 2005.

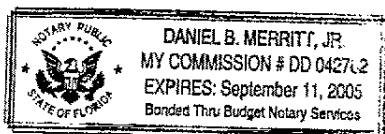
  
ROGER E. KENNEDY

STATE OF FLORIDA  
COUNTY OF HERNANDO

**BEFORE ME**, the undersigned authority, on the 11<sup>th</sup> day of August, 2005, in the County and State aforementioned, personally appeared **ROGER E. KENNEDY**, the person who, first being by me duly sworn, deposed and said upon his oath that he is the person described in and who executed the foregoing Articles of Incorporation, that he executed same for the purposes therein stated, and with the intent to be thereby bound. Said person is either personally known to me or produced identification satisfactory to me (if said person produced identification, same is described as follows: \_\_\_\_\_).

My Commission Expires:

  
(Printed Name)  
Notary Public, State of Florida





**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

C & R MANAGEMENT OF HERNANDO COUNTY, INC.

, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 10359 Joyce Drive, Brooksville, FL 34601, has named ROGER E. KENNEDY, located at 10359 Joyce Drive, Brooksville, FL 34601, as its agent to accept service of process within the State of Florida.

Signature: \_\_\_\_\_

ROGER E. KENNEDY

Title: Incorporator and Initial Director

Date: 8-11-05

**ACCEPTANCE OF RESIDENT AGENT**

Having been named as resident agent to accept service of process for C & R MANAGEMENT, INC., at the place designated in these Articles, I hereby accept such designation pursuant to Section 607.0501(3), Florida Statutes, and agree to act in such capacity and further state that I am familiar with the obligations of that position, and I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as such officer.

Signature: \_\_\_\_\_

ROGER E. KENNEDY

Date 8-11-05

ken07205.art

05 AUG 15 PM 1:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED