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DEPT. OF STATE  
TALLAHASSEE, FLORIDA

05/15/05 11:46

FILED

LAW OFFICE OF  
**JOHN W. GARDNER, P.A.**

221 EAST ROBERTSON STREET  
BRANDON, FLORIDA 33511

August 10, 2005

TELEPHONE 813 651-0055  
FACSIMILE 813 651-1874

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

RE: ARTICLES OF INCORPORATION OF BD VENTURES, INC.

Dear Madam or Sir:

Enclosed for filing please find Articles of Incorporation for the referenced corporation. Also, enclosed please find our check in the amount of \$78.75, which is your filing fee.

Please certify the copy and return it to this office in the enclosed self-addressed stamped envelope as soon as convenient after filing.

Your attention to this matter is appreciated. Should you have any questions regarding this or any other matter, please telephone my office.

Very truly yours,

JOHN W. GARDNER, P.A.

John W. Gardner

JWG/mck

Enclosure - Articles of Incorporation

cc: Mr. R. Douglas Hall

**ARTICLES OF INCORPORATION  
OF  
BD VENTURES, INC.**

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I. NAME**

The name of this corporation is BD VENTURES, INC.

**ARTICLE II. DURATION**

This corporation shall exist perpetually.

**ARTICLE III. PURPOSE**

This corporation is organized and incorporated for the purpose of carrying on any and all lawful business, including general building construction services for business and residential.

**ARTICLE IV. CAPITAL STOCK**

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

**ARTICLE V. CORPORATION'S PRINCIPAL OFFICE**

The principal office of the corporation shall be 3612 Azeele Street, Tampa FL 33609. The mailing address of the corporation is the same.

**ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 221 East Robertson Street, Brandon, Hillsborough County, Florida 33511, and the name of the initial registered agent of this corporation at that address is John W. Gardner, Esquire.

**ARTICLE VII. INITIAL BOARD OF DIRECTORS**

This corporation shall have two (2) directors initially. The number of directors

may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The name and address of the initial directors of this corporation is as follows:

R. Douglas Hall  
8439 Mallory Street  
Brooksville, Florida 34613

William A. Norman  
9733 Dick Street  
Hudson, Florida 34669

#### **ARTICLE VIII. INCORPORATORS**

The names and addresses of the persons signing these articles of incorporation is as follows:

R. Douglas Hall  
8439 Mallory Street  
Brooksville, Florida 34613

William A. Norman  
9733 Dick Street  
Hudson, Florida 34669

#### **ARTICLE IX. POWERS**

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

#### **ARTICLE X. PREEMPTIVE RIGHTS**

Each stockholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the par value thereof, a pro rata portion of:

(1) Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any

class or classes, and whether or not of unissued shares authorized by the articles of incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or

(2) Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

#### **ARTICLE XI. CUMULATIVE VOTING RIGHTS**

The principle of cumulative voting shall apply in all elections of directors of the corporation. Each stockholder entitled to vote shall have votes equal to the number of shares with voting rights held by him multiplied by the number of directors to be elected, and each may cast all his votes for a single candidate, or may divide and distribute his votes among any two or more candidates, as he sees fit. Each stockholder may, if he desires, cast fewer than all the votes to which he is entitled at any election of directors, but no ballot shall be valid if the total votes shown thereon are in excess of the total number of votes to which the stockholder casting such ballot is entitled.

At any such election, the candidates receiving the highest number of votes, up to the number of directors to be chosen, shall be elected, and an absolute majority of the votes cast is not a prerequisite to the election of any candidate to the board of directors.

#### **ARTICLE XII. STOCKHOLDERS' MEETING**

The presence, at any stockholders' meeting, in person or by proxy, of persons entitled to vote 51% of the shares of the corporation then issued and outstanding shall constitute a quorum for the transaction of business.

The affirmative vote of 66 2/3% of the shares represented at a meeting at which a quorum is present shall be the act of the stockholders.

The following actions shall require the affirmative vote or written consent of the holders of at least 66% of all shares issued and outstanding.

(1) Amendment of these articles of incorporation to increase or decrease the authorized number of, or to change the designations, preferences, qualifications, limitations, restrictions, or special or relative rights of any of the classes of stock, or to create any new class or classes of stock;

(2) Merger or consolidation with or into any other corporation other than a corporation wholly owned or controlled by the corporation, or the sale, lease, conveyance, exchange, transfer, or other disposition of all or substantially all of the property and assets of the corporation, or the voluntary dissolution, liquidation, or winding up of the corporation.


The affirmative vote of 66 2/3% of the shares of the corporation represented at a meeting at which a quorum is present shall be required to amend these articles so as to increase or decrease the authorized number of, or change the designations, preferences, qualifications, limitations, restrictions, or special or relative rights of any of the various classes of shares; or to merge or consolidate the corporation with or into any other corporation or sell, lease, or convey all or substantially all of the assets of the corporation, or voluntarily to dissolve, liquidate, or wind up its affairs.

### **ARTICLE XIII. AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this restriction.

**IN WITNESS WHEREOF**, the undersigned subscribers have executed these Articles of Incorporation on this 9<sup>th</sup> day of August, 2005.

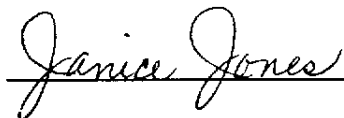


  
\_\_\_\_\_  
R. DOUGLAS HALL, INCORPORATOR

  
WILLIAM A. NORMAN, INCORPORATOR

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

**BEFORE ME**, the undersigned Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared R. DOUGLAS HALL and WILLIAM A. NORMAN who produced Florida Drivers' Licenses as identification and acknowledged that they executed the foregoing Articles of Incorporation.

**IN WITNESS WHEREOF**, I have hereunto set my hand and affixed my official seal in the State and County aforesaid on this 9<sup>th</sup> day of August, 2005.

  
NOTARY PUBLIC  
My Commission No.:  Janice Jones  
My Commission Expires:  My Commission DD325839  
Expires June 03, 2008

**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

**THIS IS TO CERTIFY** that I, John W. Gardner, Esquire, do hereby accept the designation as Registered Agent for BD VENTURES, INC.. Further, that the registered office of John W. Gardner, Esquire shall be maintained at 221 East Robertson Street, Brandon, Hillsborough County, Florida 33511.

  
John W. Gardner, Esquire  
As Registered Agent for BD VENTURES, INC.