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FLORIDA PROFIT CORPORATION OR P.A.

W P Duncan, Inc.

Certificate of Status	1
Certified Copy	0
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ARTICLES OF INCORPORATION

OF

W P DUNCAN, INC.

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

ARTICLE I CORPORATE NAME

The name of this Corporation shall be W P DUNCAN, INC., and the principal address is 36129 E. Eldorado Lake Drive, Eustis, Florida 32726, and the mailing address is 36129 E. Eldorado Lake Drive, Eustis, Florida 32726.

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 Thousand (1,000) shares of common stock; each with a par value of One and No/100 (\$1.00) Dollar.

ARTICLE IV SUBSCRIBERS, INCORPORATORS, AND DIRECTORS

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

WILLIAM P. DUNCAN
Director/President
36129 E. Eldorado Lake Drive
Eustis, Florida 32726

and

PATRICIA ELIZABETH DUNCAN
Director/Secretary-Treasurer
36129 E. Eldorado Lake Drive
Eustis, Florida 32726

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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.

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;
- (c) Sale, lease or exchange of the major portion of the property or assets of the Corporation;
- (d) Dissolution of the Corporation.

ARTICLE VII DIRECTORS

The business of the Corporation shall be managed initially by a board of two (2) directors. 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. Any 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.

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**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 other matters as the parties to the agreement determine and are permitted by law, and which relate to any phase of the affairs of 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:

CAUTHEN, OLDHAM & ASSOCIATES, P.A.
131 West Main Street
Tavares, Florida 32778

The name of the Registered Agent of this Corporation is David E. Cauthen 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.

IN WITNESS WHEREOF, the undersigned, being the Incorporators, certify to the truth of the facts herein stated, this 16th day of August, 2005.

William P. Duncan
WILLIAM P. DUNCAN,
Director/President

Patricia Elizabeth Duncan
PATRICIA ELIZABETH DUNCAN,
Director/Secretary-Treasurer

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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, WILLIAM P. DUNCAN, 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 W P DUNCAN, INC., as one of the original subscribers to said Corporation for the purposes therein expressed.

WITNESS my hand and official seal at Tavares, County of Lake, State of Florida, this 16th day of August, 2005.

Cora Jean Case

Notary Public

My Commission Expires: _____

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, PATRICIA ELIZABETH DUNCAN, 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 W P DUNCAN INC., as one of the original subscribers to said Corporation for the purposes therein expressed.

WITNESS my hand and official seal at Tavares, County of Lake, State of Florida, this 16th day of August 2005.

Cora Jean Case

Notary Public

My Commission Expires: _____

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**


Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida.

1. The name of the Corporation is W P DUNCAN INC.
2. The name and address of the Registered Agent and Office is:

DAVID E. CAUTHEN, ESQ.
CAUTHEN, OLDHAM & ASSOCIATES, P.A.
131 West Main Street
Tavares, Florida 32778

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

DATED this 16th day of August 2005



David E. Cauthen

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