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05 NOV 18 AM 10:17
CLERK OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

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

SUBJECT: Grayhawk Systems, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☒ \$70.00 ☐ \$78.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$78.75 ☐ \$87.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status

ADDITIONAL COPY REQUIRED

FROM: Larry B. Stevens & Associates

Name (Printed or typed)

Roseville Professional Center, 2233 North Hamline Avenue, Suite 208

Address

Roseville, MN 55113

City, State & Zip

(651) 636-9049 Fax: (651) 636-9197

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
GRAYHAWK BUILDERS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural persons of full age, for the purpose of forming a corporation under and pursuant to the provisions of Chapter 607 Florida Statutes and laws amendatory thereof and supplementary thereto, adopt the following Articles of Incorporation:

ARTICLE I.

The name of this corporation is Grayhawk Builders, Inc.

ARTICLE II.

The location and post office address of its principal place of business in this State is 8615 11th Avenue N.W., Bradenton, Florida, 34209.

ARTICLE III.

Its purposes are: (a) General business purposes. (b) To do everything necessary, proper, advisable or convenient for the accomplishment of the purposes hereinabove set forth, and to do all other things incidental thereto or connected therewith, which are not forbidden by the laws under which this corporation is organized, by other laws, or by these Articles of Incorporation. (c) To carry out the purposes hereinabove set forth in any state, territory, district or possession of the United States, or in any foreign country to the extent that such purposes are not forbidden by the laws thereof, and in the case of any state, territory, district or possession of the United States, or any foreign country, in which one or more of such purposes are forbidden by law, to limit, and any certificate for application to do business, the purpose or purposes which the corporation proposes to

carry on therein to such as are not forbidden by law thereof. (d) The corporation shall have all powers granted to private corporations organized for profit by said Corporation Act, and in furtherance, and not in limitation of the powers confirmed by the laws of the State of Florida upon corporations organized for the foregoing purposes, the corporation shall have the power:

(a) To provide commercial, industrial, and residential window services and to perform other related services.

(b) To do each and everything necessary, suitable or proper for the accomplishment of any purposes or the attainment of any one or more of the objects herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of the corporation.

The foregoing enumeration of powers is made in furtherance, and not in limitation, of the powers conferred upon this corporation by law, and is not intended, by the mention of any particular power, to limit or strict any lawful power to which this corporation may be otherwise entitled.

ARTICLE IV.

The total authorized number of shares of par value is One Thousand (1,000), and the par value of each share is One Dollar (\$1.00).

The total authorized number of shares without par value is none.

The rights, preferences, and voting powers of the shares and the restrictions thereof shall be as follows:

(a) Each such common share shall be entitled to one (1) vote, either in person or by proxy, and upon dissolution, shall participate equally with all other common shares in

the division of the corporate assets remaining after all prior claims are satisfied and discharged.

(b) No holder of common shares shall sell transfer, assign, pledge, hypothecate, or otherwise dispose of (except by Will) any share or shares of the common stock of this corporation without first offering the same to the corporation for purchase. Upon receiving written notice from the holder of common shares of his intention to sell, assign, transfer, pledge, hypothecate, or otherwise dispose of his common shares, or any part thereof, the corporation shall have Thirty (30) days from receipt of such written notice within which to purchase and pay for such share or shares at the price and on the terms offered. If within said Thirty (30) day period the corporation tenders to the holder of the particular common shares the price at which they were offered by the particular shareholder to the corporation such share or shares shall thereupon become the property of the corporation, and such shareholder shall thereupon execute a good and sufficient assignment or other document of transfer and title to such share or shares, but if the corporation fails to tender such price to the shareholder within said Thirty (30) day period, then such share or shares shall be next offered to the remaining holders of the common stock of this corporation who shall have the next right to purchase the same in proportion to their respective holdings of common shares in the corporation at the time such shareholder offers such common shares to such other common shareholders, and again, the price to be paid for the share or shares of stock so offered shall be the same as that first demanded of the corporation. Such other common shareholder or shareholders shall have ten (10) days from the date of offer of such shares to them to purchase the same, but if such other common shareholders, or no one or more of them, do not exercise

such right to purchase such shares thus offered, then such selling holder of common shares shall be free to sell, transfer, assign, pledge, hypothecate, or otherwise dispose of all such common shares, but if contrary to this provision, such common shareholder offers his share or shares at a different price or on terms other than such share or shares had been offered to the corporation, or its other common shareholders, the corporation must again have the right of first refusal within twenty (20) days of the receipt of such new offer and any or all other common shareholders must have the right of second refusal within a like ten (10) day period as first above mentioned before such common shareholder shall be free to sell, assign, transfer, pledge, hypothecate or otherwise dispose of his shares (except by Will) to a non-stockholder at such different price or on the other terms than offered the corporation or its other common shareholders.

(c) Except when transferred by Will of a deceased shareholder, or by operation of law in the estate of a shareholder dying intestate, no transfer of common shares shall be made upon the books of the corporation unless and until such share or shares have been first offered to the corporation and secondly, to the other common shareholders as above specified and the corporation or one or more of the other common shareholders entitled to purchase the same have refused or neglected to purchase such shares in the manner and within the time above set forth. No sale, assignment, transfer, pledge, hypothecation or other disposition of any common shares of this corporation (unless as above expressly excepted) shall be valid or binding upon this corporation, unless and until the same have been entered upon the books of the corporation and the old certificate or certificates shall be surrendered for cancellation (or a lost certificate bond in an amount and with sureties acceptable to the corporation shall have been filed with the Secretary) and a new

certificate or certificates issued in lieu of the surrendered certificate or in reliance upon the bond where the outstanding certificate is lost, destroyed or misplaced.

(d) The corporation shall have a first, paramount and superior lien on all shares of its common stock outstanding at any time (regardless of any sale, transfer, assignment, pledge, hypothecation or other disposition not recorded on the books of the corporation) for any indebtedness of the holder of record of such common stock to the corporation howsoever such indebtedness arose or was incurred. If at any time or for any reason whatsoever a holder of common shares desiring to sell, transfer, assign, pledge, hypothecate or otherwise dispose of any or all of his common shares is unable to agree with the corporation or any of its other common shareholders at what price such share or shares should be disposed of, such shareholder and the corporation, or its other common shareholders acting as a unit, shall each select a fair, impartial and disinterested person, qualified by education, training and experience to fix and establish the reasonable worth and value of shares of common stock of a corporation engaged in such type of business as this corporation may be conducting at the time the price of the shares of this corporation is to be determined and the two persons thus selected shall select a third person possessing the same qualifications and the three persons thus selected and chosen shall determine and fix the price of such common share or shares of this corporation and the determination made by the persons so selected and so qualified shall be final and binding upon the respective parties to the particular transaction (but for no other or different transaction nor shall the determination thus made of the price for the particular share or shares be binding upon or estop either the corporation or any of its shareholders from claiming or establishing a different value or price for any of its shares, whether for

purposes of taxation or otherwise). The persons selected to determine and fix the price of such common stock as above stated shall meet and determine and fix such price within five (5) days of the date when such question of stock valuation is submitted to them. All costs and expense of such determination shall be borne and paid by the corporation, but in no event shall it exceed Two Hundred Dollars (\$200.00) or the price fixed for the particular share or shares, whichever figure is lower.

(e) Each holder or subscriber to common shares of this corporation shall be entitled to full pre-emptive or preferential rights, as such rights have been heretofore defined at common law, to purchase and/or subscribe for his proportionate part of any shares of any class of stock now or hereafter authorized which may be issued at any time by this corporation, at such price and on such terms as the Board of Directors may in each instance fix and determine, but no fractional shares of stock of any class shall be issued at any time.

ARTICLE V.

The name and post office address of each of the first Board of Directors are as follows:

Name	Address
Michael Woolford	8615 11 th Avenue NW Bradenton, FL 34209
Todd Shely	3607 Royal Palm Drive Bradenton, FL 34210

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI.

The name and Florida street address of the registered agent is:

Michael Woolford

8615 11th Avenue NW
Bradenton, FL 34209

ARTICLE VII.

The name and post office address of the incorporator is:

Name

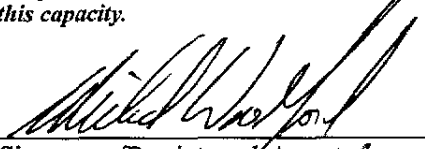
Address

Michael Woolford

8615 11th Avenue NW
Bradenton, FL 34209

All or any portion of these Articles of Incorporation may be amended solely by
the affirmative vote of the holders of a majority of the stock entitled to vote.

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.

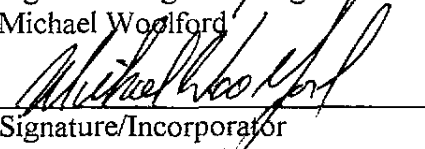


Signature/Registered Agent

Michael Woolford

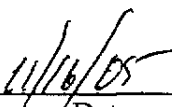


Date



Signature/Incorporator

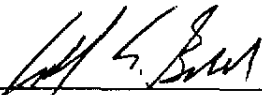
Michael Woolford



Date

STATE OF MINNESOTA)
) ss.
COUNTY OF RAMSEY)

On this 17th day of Nov, 2005, personally appeared before me Michael
Woolford to me known to be the person named in and who executed the foregoing
Articles of Incorporation, and acknowledged this to be of his own free act and deed for
the uses and purposes therein expressed.


Notary Public

